



April 7, 2020

Chief, Information Technology Securities and Exchange Commission Division of Corporate Finance 100 F Street, NE MS 3040 Washington, DC 20549

To whom it may concern:

Bes Layr

The New York Stock Exchange certifies its approval for listing and registration of the Preferred Stock Purchase Rights of CHICO'S FAS, INC. under the Exchange Act of 1934.

Sincerely,