

CHARMING SHOPPES INC  
Form S-8 POS  
June 15, 2012

As filed with the Securities and Exchange Commission on June 15, 2012

Registration No. 333-22323

# SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

## POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT

*Under*

*THE SECURITIES ACT OF 1933*

## CHARMING SHOPPES, INC.

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction of

(I.R.S. Employer

incorporation or organization)

Identification No.)

**3750 STATE ROAD**

**BENSALEM, PENNSYLVANIA 19020**

(Address of principal executive offices) (Zip Code)

**CHARMING SHOPPES, INC.**

**NON-EMPLOYEE DIRECTORS COMPENSATION PROGRAM**

**CHARMING SHOPPES, INC.**

**COMPENSATION PROGRAM FOR THE NON-EMPLOYEE CHAIRMAN OF THE BOARD OF DIRECTORS**

(Full title of the plans)

**COLIN D. STERN, ESQ.**

**CHARMING SHOPPES, INC.**

**3750 STATE ROAD**

**BENSALEM, PENNSYLVANIA 19020**

(Name and address of agent for service)

**(215) 245-9100**

(Telephone number, including area code, of agent for service)

**DEREGISTRATION OF COMMON STOCK**

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8, which was originally filed on February 25, 1997 (file no. 333-22323) (the "Registration Statement") to register a total of 550,000 shares, no par value, of the common stock (the "Shares") of Charming Shoppes, Inc. (the "Company"), pursuant to the Company's Non-Employee Directors Compensation Program and Compensation Program for the Non-Employee Chairman of the Board of Directors (together, the "Plans"), is being filed to deregister all of the Shares not yet issued in connection with the Plans.

The Company has entered into an Agreement and Plan of Merger, dated as of May 1, 2012, by and among Ascena Retail Group, Inc., a Delaware corporation ("Ascena"), Colombia Acquisition Corp., a Pennsylvania corporation and direct wholly owned subsidiary of Ascena (the "Purchaser"), and the Company, pursuant to which the Purchaser merged with and into the Company (the "Merger") with the Company surviving the Merger as a direct wholly owned subsidiary of Ascena. Accordingly, pursuant to the undertaking contained in the Registration Statement to remove from registration by means of a post-effective amendment any of the securities that remain unsold at the termination of the offering, the Company hereby amends the Registration Statement by deregistering all Shares that were registered but unsold under the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bensalem, Commonwealth of Pennsylvania, on June 15, 2012.

Charming Shoppes, Inc.

By: /s/ Colin D. Stern  
Colin D. Stern  
General Counsel and Secretary