

CHARMING SHOPPES INC

Form 8-K

January 15, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): January 15, 2008

CHARMING SHOPPES, INC.

(Exact name of registrant as specified in its charter)

PENNSYLVANIA

(State or other jurisdiction
of incorporation)

000-07258

(Commission
File Number)

23-1721355

(IRS Employer
Identification No.)

450 WINKS LANE, BENSALEM, PA

(Address of principal executive offices)

19020

(Zip Code)

Registrant's telephone number, including area code **(215) 245-9100**

NOT APPLICABLE

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☒ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On January 15, 2008, Charming Shoppes, Inc. (the “Company”) issued a press release in connection with the announcement by Crescendo Partners II, L.P., Series Q, that it intends to nominate three individuals for election to the Company’s Board of Directors. A copy of the Company’s press release is included as Exhibit 99.1 hereto and is incorporated herein by reference.

Also on January 15, 2008, the Company delivered a letter to its employees in connection with such shareholder’s announcement. A copy of the Company’s letter to employees is included as Exhibit 99.2 hereto and is incorporated herein by reference.

Item 9.01. Financial Statements Exhibits.

(d) Exhibits

Exhibit No. Description

99.1	Press Release dated January 15, 2008
99.2	Letter to Employees dated January 15, 2008

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHARMING SHOPPES, INC.

(Registrant)

Date: January 15, 2008

/S/ ERIC M. SPECTER

Eric M. Specter
Executive Vice President
Chief Financial Officer

EXHIBIT INDEX

Exhibit No. Description

- | | |
|------|--|
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| 99.2 | Letter to Employees dated January 15, 2008 |