

CHARMING SHOPPES INC  
Form SC 13G  
May 10, 2010

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 5)\*

Charming Shoppes, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class Securities)

161133103  
(CUSIP Number)

April 30, 2010  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to  
which this Schedule is filed:\*\*

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a  
reporting person's initial filing on this form with respect to  
the subject class of securities, and for any subsequent  
amendment containing information which would alter the  
disclosure provided in a prior cover page.

The information required in the remainder of this cover page  
shall not be deemed to be "filed" for the purpose of Section 18  
of the Securities Exchange Act of 1934 ("Act") or otherwise  
subject to the liabilities of that section of the Act but shall  
be subject to all other provisions of the Act (however, see the  
Notes).

Persons who respond to the collection of information contained  
in this form are not required to respond unless the form  
displays a currently valid OMB control number.

CUSIP No. 161133103

1  
NAME OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).  
FIRST PACIFIC ADVISORS, LLC  
20-1362771

2  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

Edgar Filing: CHARMING SHOPPES INC - Form SC 13G

(A) [ ]  
(B) [ ]

3  
SEC USE ONLY

4  
CITIZENSHIP OR PLACE OF ORGANIZATION  
DELAWARE

NUMBER OF  
SHARES  
BENEFICIAALLY OWNED BY  
EACH  
REPORTING  
PERSON WITH

5  
SOLE VOTING POWER

6  
SHARED VOTING POWER  
1,194,200

7  
SOLE DISPOSITIVE POWER

8  
SHARED DISPOSITIVE POWER  
3,601,300

9  
AGGREGATE AMOUNT BENEFICIAALLY OWNED BY EACH REPORTING PERSON  
3,601,300

10  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

11  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
3.1

Edgar Filing: CHARMING SHOPPES INC - Form SC 13G

12

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
IA

1

NAME OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).  
FPA CAPITAL FUND, INC.  
94-1632697

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(A)   
(B)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION  
MARYLAND

NUMBER OF  
SHARES  
BENEFICIA  
L Y OWNED BY  
EACH  
REPORTING  
PERSON WITH

5

SOLE VOTING POWER  
1,733,300

6

SHARED VOTING POWER

7

SOLE DISPOSITIVE POWER

Edgar Filing: CHARMING SHOPPES INC - Form SC 13G

8  
SHARED DISPOSITIVE POWER  
1,733,300

9  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,733,300

10  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

11  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
1.5

12  
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
IV

1  
NAME OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).  
ROBERT L. RODRIGUEZ

2  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(A)   
(B)

3  
SEC USE ONLY

4  
CITIZENSHIP OR PLACE OF ORGANIZATION  
UNITED STATES

NUMBER OF  
SHARES  
BENEFICIALLY OWNED BY  
EACH  
REPORTING

Edgar Filing: CHARMING SHOPPES INC - Form SC 13G

PERSON WITH

5  
SOLE VOTING POWER  
143,200

6  
SHARED VOTING POWER  
1,194,200

7  
SOLE DISPOSITIVE POWER  
143,200

8  
SHARED DISPOSITIVE POWER  
3,601,300

9  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,744,500

10  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

11  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
3.2

12  
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
HC, IN

1  
NAME OF REPORTING PERSONS.  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).  
J. RICHARD ATWOOD

2  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(A)   
(B)

3

Edgar Filing: CHARMING SHOPPES INC - Form SC 13G

SEC USE ONLY

4  
CITIZENSHIP OR PLACE OF ORGANIZATION  
UNITED STATES

NUMBER OF  
SHARES  
BENEFICIA  
L  
Y OWNED BY  
EACH  
REPORTING  
PERSON WITH

5  
SOLE VOTING POWER

6  
SHARED VOTING POWER  
1,194,200

7  
SOLE DISPOSITIVE POWER

8  
SHARED DISPOSITIVE POWER  
3,601,300

9  
AGGREGATE AMOUNT BENEFICIA  
L  
L  
Y OWNED BY EACH REPORTING PERSON  
3,601,300

10  
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

11  
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
3.1

12  
TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

Edgar Filing: CHARMING SHOPPES INC - Form SC 13G

HC, IN

1

NAME OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

STEVEN T. ROMICK

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(A)

(B)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES

NUMBER OF  
SHARES  
BENEFICIA  
L  
Y OWNED BY  
EACH  
REPORTING  
PERSON WITH

5

SOLE VOTING POWER

6

SHARED VOTING POWER

1,194,200

7

SOLE DISPOSITIVE POWER

8

SHARED DISPOSITIVE POWER

3,601,300

Edgar Filing: CHARMING SHOPPES INC - Form SC 13G

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,601,300

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
3.1

12

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
HC, IN

Item 1.

(a) Name of Issuer  
Charming Shoppes, Inc.

(b) Address of Issuer's Principal Executive Offices  
3750 State Road, Bensalem, PA 19020

Item 2.

(a) Name of Person Filing  
This Schedule 13G is being filed on behalf of First Pacific Advisors, LLC, a Delaware limited liability company (?FPA?), FPA Capital Fund, Inc., a Maryland corporation and a registered open-end investment company, Robert L. Rodriguez, Managing Member of FPA, J. Richard Atwood, Managing Member of FPA and Steven T. Romick, Managing Member of FPA (each, a ?Reporting Person?).

(b) Address of Principal Business office or, if None, Residence  
The address for each Reporting Person is as follows:  
11400 West Olympic Blvd., Suite 1200, Los Angeles, CA 90064

(c) Citizenship  
FPA is a Delaware limited liability company  
FPA Capital Fund, Inc. is a Maryland corporation  
Robert L. Rodriguez is a United States citizen  
J. Richard Atwood is a United States citizen  
Steven T. Romick is a United States citizen

(d) Title of Class Securities  
Common Stock

(e) CUSIP Number  
161133103

Item 3. If this statement is filed pursuant to Section 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

(a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78c).

Edgar Filing: CHARMING SHOPPES INC - Form SC 13G

- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act (15 U.S.C. 80a-8).\*
- (e)  An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E).\*\*
- (f)  An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(ii)(F).
- (g)  A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G).\*\*\*
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j)  Group in accordance with Section 240.13d-1(b)(ii)(J).

\*FPA Capital Fund, Inc. is an investment company registered under Section 8 of the Investment Company Act (15 U.S.C. 80a-8).

\*\*FPA is an investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E).

\*\*\*Robert L. Rodriguez, J. Richard Atwood and Steven

T. Romick are control person(s) in accordance with Section 240.13d-1(b)(1)(ii)(G).

Item 4. Ownership

FPA

- (a) Amount beneficially owned: 3,601,300
- (b) Percent of class: 3.1
- (c) Number of shares to which the person has:
- (i) Sole power to vote or to direct the vote: None
- (ii) Shared power to direct the vote: 1,194,200
- (iii) Sole power to dispose or to direct the disposition of: None
- (iv) Shared power to dispose or to direct the disposition of: 3,601,300

FPA Capital Fund, Inc.

- (a) Amount beneficially owned: 1,733,300
- (b) Percent of class: 1.5
- (c) Number of shares to which the person has:
- (i) Sole power to vote or to direct the vote: 1,733,300
- (ii) Shared power to direct the vote: None
- (iii) Sole power to dispose or to direct the

Edgar Filing: CHARMING SHOPPES INC - Form SC 13G

disposition of: None

(iv) Shared power to dispose or to direct the disposition of: 1,733,300

Robert L. Rodriguez

(a) Amount beneficially owned: 3,744,500

(b) Percent of class: 3.2

(c) Number of shares to which the person has:

(i) Sole power to vote or to direct the vote: 143,200

(ii) Shared power to direct the vote: 1,194,200

(iii) Sole power to dispose or to direct the disposition of: 143,200

(iv) Shared power to dispose or to direct the disposition of: 3,601,300

J. Richard Atwood

(a) Amount beneficially owned: 3,601,300

(b) Percent of class: 3.1

(c) Number of shares to which the person has:

(i) Sole power to vote or to direct the vote: None

(ii) Shared power to direct the vote: 1,194,200

(iii) Sole power to dispose or to direct the disposition of: None

(iv) Shared power to dispose or to direct the disposition of: 3,601,300

Steven T. Romick

(a) Amount beneficially owned: 3,601,300

(b) Percent of class: 3.1

(c) Number of shares to which the person has:

(i) Sole power to vote or to direct the vote: None

(ii) Shared power to direct the vote: 1,194,200

(iii) Sole power to dispose or to direct the disposition of: None

(iv) Shared power to dispose or to direct the disposition of: 3,601,300

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class securities, check the following [X]

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

N/A

Item 8. Identification and Classification of Members of the Group.

N/A

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification:

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose or with the effect of changing or influencing the control of the issuer and were not acquired and are not held in connection with or as a participant in any transaction

Edgar Filing: CHARMING SHOPPES INC - Form SC 13G

having that purpose or effect.

Date: May 5, 2010

FIRST PACIFIC ADVISORS, LLC

By: /s/ J. Richard Atwood  
Name: J. Richard Atwood  
Its: Chief Operating Officer

FPA CAPITAL FUND, INC.

By: /s/ J. Richard Atwood  
Name: J. Richard Atwood  
Its: Treasurer

\_/s/ Robert L. Rodriguez  
—  
Robert L. Rodriguez

\_/s/ J. Richard Atwood  
—  
J. Richard Atwood

\_/s/ Steven T. Romick  
—  
Steven T. Romick

Exhibit A

Joint Filing Agreement Pursuant to Rule 13d-1

[This agreement is made pursuant to Rule 13d-1(k)(1) under the Securities and Exchange Act of 1934, as amended (the "Act") by and among the parties listed below, each referenced to herein as a "Joint Filer." The Joint Filers agree that a statement of beneficial ownership as required by Sections 13(g) or 13(d) of the Act and the Rules there under may be filed on each of their behalf on Schedule 13G or Schedule 13D, as appropriate, and that said joint filing may thereafter be amended by further joint filings. The Joint Filers state that they each satisfy the requirements for making a joint filing under Rule 13d-1.

Date: May 5, 2010

FIRST PACIFIC ADVISORS, LLC

By: /s/ J. Richard Atwood  
Name: J. Richard Atwood  
Its: Chief Operating Officer

FPA CAPITAL FUND, INC.

Edgar Filing: CHARMING SHOPPES INC - Form SC 13G

By: /s/ J. Richard Atwood  
Name: J. Richard Atwood  
Its: Treasurer

\_/s/ Robert L. Rodriguez

—  
Robert L. Rodriguez

\_/s/ J. Richard Atwood

—  
J. Richard Atwood

\_/s/ Steven T. Romick

—  
Steven T. Romick

LEGAL\_US\_W # 54556829.2  
Page 3 of 3 Pages  
Page 7 of 7 Pages  
Page 13 of 13 Pages

LEGAL\_US\_W # 54556829.2