

CHARMING SHOPPES INC
Form SC 13D
January 18, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)**

(Amendment No.)*

Charming Shoppes, Inc.

(Name of Issuer)

Common Stock, \$0.10 per value

(Title of Class of Securities)

161133103

(CUSIP Number)

MARRAN OGILVIE, ESQ.

RAMIUS CAPITAL GROUP, LLC

666 Third Avenue, 26th Floor

New York, New York 10017

(212) 845-7900

Edgar Filing: CHARMING SHOPPES INC - Form SC 13D

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

January 11, 2008

(Date of Event Which Requires Filing

of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f), or 13d-1(g), check the following box: [].

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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 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*).

(Continued on following pages)

(Page 1 of 28 Pages)

CUSIP No. 161133103

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1) **NAME OF REPORTING PERSON**

STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD.

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) **x**
(b) **o**

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**
WC

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)**

0

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER
	1,000	
	8)	SHARED VOTING POWER
	0	
	9)	SOLE DISPOSITIVE POWER
	1,000	
	10)	SHARED DISPOSITIVE POWER
	0	

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
1,000

12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

0

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
Less than 1%

14) **TYPE OF REPORTING PERSON**
CO

Edgar Filing: CHARMING SHOPPES INC - Form SC 13D

1) **NAME OF REPORTING PERSON**

RGG ENTERPRISE, LTD

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) **X**

(b) **o**

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**

WC

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)**

o

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 0
	8) SHARED VOTING POWER 0
	9) SOLE DISPOSITIVE POWER 0
	10) SHARED DISPOSITIVE POWER 0

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

0

12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

o

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

0%

14) **TYPE OF REPORTING PERSON**

CO

CUSIP No. 161133103

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1) **NAME OF REPORTING PERSON**

RCG PB, LTD

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) **X**
(b) **o**

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**

WC

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)**

o

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Cayman Islands

NUMBER OF
SHARES

7) **SOLE VOTING POWER**
0

BENEFICIALLY
OWNED BY
EACH

8) **SHARED VOTING POWER**
0

REPORTING
PERSON
WITH

9) **SOLE DISPOSITIVE POWER**
0

10) **SHARED DISPOSITIVE POWER**
0

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

0

12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

o

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
0%

14) **TYPE OF REPORTING PERSON**
CO

CUSIP No. 161133103

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1) **NAME OF REPORTING PERSON**

RCG LATITUDE MASTER FUND, LTD

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) **X**

(b) **0**

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**

WC

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)**

0

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Cayman Islands

7) **SOLE VOTING POWER**
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7)
0

8) **SHARED VOTING POWER**

8)
0

9) **SOLE DISPOSITIVE POWER**

9)
0

10) **SHARED DISPOSITIVE POWER**
10)
0

- 11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
0
- 12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**
- 13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
0%
- 14) **TYPE OF REPORTING PERSON**
CO
-

CUSIP No. 161133103

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- 1) **NAME OF REPORTING PERSON**
RAMIUS ADVISORS, LLC
- 2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a) (b)
- 3) **SEC USE ONLY**
- 4) **SOURCE OF FUNDS**
OO
- 5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)**
- 6) **CITIZENSHIP OR PLACE OF ORGANIZATION**
Delaware
- 7) **SOLE VOTING POWER**
NUMBER OF SHARES BENEFICIALLY OWNED BY 0
- 8) **SHARED VOTING POWER**
0

EACH

REPORTING

9)

SOLE DISPOSITIVE POWER

PERSON

0

WITH

10)

SHARED DISPOSITIVE POWER

0

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

0

12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

0

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

0%

14) **TYPE OF REPORTING PERSON**

IA, OO

CUSIP No. 161133103

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1) **NAME OF REPORTING PERSON**

RCG STARBOARD ADVISORS, LLC

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) **X**

(b) **0**

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**

OO

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)**

0

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER 1,000
	8) SHARED VOTING POWER 0
	9) SOLE DISPOSITIVE POWER 1,000
	10) SHARED DISPOSITIVE POWER 0

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
1,000

12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
Less than 1%

14) **TYPE OF REPORTING PERSON**
IA, OO

CUSIP No. 161133103

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1) **NAME OF REPORTING PERSON**

RAMIUS CAPITAL GROUP, L.L.C.

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP** (a)
(b)

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**

OO

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)**

0

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) SOLE VOTING POWER
	1,000
	8) SHARED VOTING POWER
	0
	9) SOLE DISPOSITIVE POWER
	1,000
	10) SHARED DISPOSITIVE POWER
	0

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

1,000

12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

0

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

Les than 1%

14) **TYPE OF REPORTING PERSON**

IA, OO

CUSIP No. 161133103

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1) **NAME OF REPORTING PERSON**

C4S & CO., L.L.C.

- 2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X
(b) 0
- 3) SEC USE ONLY
- 4) SOURCE OF FUNDS
OO
- 5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) 0
- 6) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware
- | | |
|--|------------------------------------|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 7) SOLE VOTING POWER
1,000 |
| | 8) SHARED VOTING POWER
0 |
| | 9) SOLE DISPOSITIVE POWER
1,000 |
| | 10) SHARED DISPOSITIVE POWER
0 |
- 11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,000
- 12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0
- 13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Less than 1%
- 14) TYPE OF REPORTING PERSON
OO
-

1) **NAME OF REPORTING PERSON**

PETER A. COHEN

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) **X**
(b) **o**

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**

OO

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)**

o

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

USA

NUMBER OF SHARES	7) SOLE VOTING POWER 0
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BENEFICIALLY OWNED BY EACH	8) SHARED VOTING POWER 1,000
----------------------------------	--

REPORTING PERSON WITH	9) SOLE DISPOSITIVE POWER 0
-----------------------------	---------------------------------------

10) SHARED DISPOSITIVE POWER 1,000
--

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

1,000

12) **CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES**

o

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**

Less than 1%

14) **TYPE OF REPORTING PERSON**
IN

CUSIP No. 161133103

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1) **NAME OF REPORTING PERSON**

MORGAN B. STARK

2) **CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) **X**
(b) **o**

3) **SEC USE ONLY**

4) **SOURCE OF FUNDS**

OO

5) **CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)**

o

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7)	SOLE VOTING POWER
	0	
	8)	SHARED VOTING POWER
	1,000	
	9)	SOLE DISPOSITIVE POWER
	0	
	10)	SHARED DISPOSITIVE POWER
	1,000	