

CHRISTOPHER & BANKS CORP

FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 07/02/09

Address	2400 XENIUM LANE NORTH PLYMOUTH, MN 55441-3626
Telephone	6125515000
CIK	0000883943
Symbol	CBK
SIC Code	5621 - Women's Clothing Stores
Industry	Retail (Apparel)
Sector	Services
Fiscal Year	02/26

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to §240.14a-12

Christopher & Banks Corporation
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

- Fee paid previously with preliminary materials.
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:

- (4) Date Filed:

-

EXHIBIT INDEX

The exhibit attached hereto may be deemed soliciting material within the meaning of the Securities Exchange Act of 1934, as amended, and the regulations of the Securities and Exchange Commission issued thereunder.

**Exhibit
Number**

Description

99.1 Form of letter sent to stockholders of Christopher & Banks Corporation beginning July 2, 2009.

christopher & banks

Christopher & Banks Corporation
2400 Xenium Lane North
Plymouth, Minnesota 55441

**SUPPLEMENT TO PROXY STATEMENT
FOR THE 2009 ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD JULY 29, 2009**

TO OUR STOCKHOLDERS:

This supplement amends certain information contained in the Proxy Statement dated June 16, 2009 of Christopher & Banks Corporation (“Proxy Statement”) delivered to our stockholders in connection with our Annual Meeting of Stockholders (the “Annual Meeting”) to be held on Wednesday, July 29, 2009, at the offices of our outside counsel, Dorsey & Whitney LLP, at 50 South Sixth Street, Suite 1500, Minneapolis, Minnesota, for the purposes set forth in the Notice of Annual Meeting of Stockholders dated June 16, 2009.

If you are a street name holder and fail to instruct your broker as to how you want your shares voted on a particular matter, those shares are considered to be “uninstructed”. New York Stock Exchange (“NYSE”) rules determine the circumstances under which member brokers of the NYSE may exercise discretion to vote “uninstructed” shares held by them on behalf of their clients who are street name holders. With respect to the proposal to approve the Christopher & Banks Corporation 2009 Qualified Annual Incentive Plan (the “Plan”), the NYSE clarified after the mailing of the Proxy Statement that the NYSE rules do permit member brokers to exercise voting discretion as to the uninstructed shares. Therefore, if you are a street name holder and do not submit voting instructions to your broker, then your broker may vote your shares, at its discretion, on the proposal to approve the Plan. In addition, if you are a street name holder, do not submit voting instructions to your broker and your broker submits your proxy but does not specify how to vote your shares on the proposal to approve the Plan, then we will vote your shares FOR the approval of the Plan. The Proxy Statement provided that (1) the rules do not permit member brokers to exercise discretion on the proposal to approve the Plan and (2) if you are a street name holder, do not submit voting instructions to your broker and your broker submits your proxy but does not specify how to vote your shares, then your shares would not have an effect on the vote to approve the Plan.

Except as amended by the information contained in the preceding paragraph, all information set forth in the Proxy Statement remains unchanged and should be considered in casting your vote by proxy or at the Annual Meeting. This supplement does not change the proposals to be acted upon at the Annual Meeting, which are described in the Proxy Statement.

You may revoke your proxy and change your vote at any time before your proxy is voted at the Annual Meeting. If you are a stockholder of record, you may revoke your proxy and change your vote by:

- submitting a later-dated proxy card to our Corporate Secretary to the Company’s address listed above, which must be received by us before the time of the Annual Meeting;
- by sending a written notice of revocation to our Corporate Secretary to the Company’s address listed above, which must be received by us before the time of the Annual Meeting; or
- by voting in person at the Annual Meeting.

If you are a street name holder and voted through the Internet or by telephone, you may vote again over the Internet or by telephone up until 11:59 p.m. Eastern Time on Tuesday, July 28, 2009 .

By Order of the Board of Directors

Luke R. Komarek
Secretary

Dated: July 2, 2009
