

GAP INC  
Form 8-K  
March 16, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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)

March 16, 2018

THE GAP, INC.

(Exact name of registrant as specified in its charter)

Delaware                      1-7562                      94-1697231  
(State of incorporation) (Commission File Number) (IRS Employer Identification No.)

Two Folsom Street                      94105  
San Francisco, California  
(Address of principal executive offices) (Zip Code)  
(415) 427-0100  
(Registrant's telephone number,  
including area code)

N/A  
(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 (see General Instruction A.2. below):

- 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))

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Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company [ ]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [ ]

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Item 8.01. Other Events

On March 16, 2018, The Gap, Inc. (the “Company”) adopted a new form of Non-Qualified Stock Option Agreement under its 2016 Long-Term Incentive Plan (the “Plan”), a new form of Restricted Stock Unit Award Agreement under the Plan, a new form of Performance Share Agreement under the Plan, and a new form of Restricted Stock Unit Award Agreement (Retention Version) under the Plan. Copies of these new forms of agreement are attached hereto as Exhibits 10.1, 10.2, 10.3, and 10.4, respectively.

Item 9.01. Financial Statements and Exhibits

10.1 Form of Non-Qualified Stock Option Agreement under the 2016 Long-Term Incentive Plan.

10.2 Form of Restricted Stock Unit Award Agreement under the 2016 Long-Term Incentive Plan.

10.3 Form of Performance Share Agreement under the 2016 Long-Term Incentive Plan.

10.4 Form of Restricted Stock Unit Award Agreement (Retention Version) under the 2016 Long-Term Incentive Plan.

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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.

THE GAP, INC.  
(Registrant)

Date: March 16, 2018 By: /s/ Julie Gruber  
Julie Gruber  
Executive Vice  
President, Global  
General  
Counsel, Corporate  
Secretary and Chief  
Compliance Officer

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EXHIBIT INDEX

Exhibit Number	Description
<u>10.1</u>	Form of Non-Qualified Stock Option Agreement under the 2016 Long-Term Incentive Plan.
<u>10.2</u>	Form of Restricted Stock Unit Award Agreement under the 2016 Long-Term Incentive Plan.
<u>10.3</u>	Form of Performance Share Agreement under the 2016 Long-Term Incentive Plan.
<u>10.4</u>	Form of Restricted Stock Unit Award Agreement (Retention Version) under the 2016 Long-Term Incentive Plan.