

AMERICAN EAGLE OUTFITTERS INC

Form 8-K

November 06, 2015

**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)**

**November 3, 2015**

**AMERICAN EAGLE OUTFITTERS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware  
(State of  
incorporation)**

**1-33338  
(Commission  
File Number)**

**13-2721761  
(IRS Employer  
Identification No.)**

**77 Hot Metal Street**

**Pittsburgh, Pennsylvania**  
**(Address of principal executive offices)**

**15203-2329**  
**(Zip Code)**

**(412) 432-3300**

**(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))

**ITEM 2.02. Results of Operations and Financial Condition**

The information in this Item 2.02 of Form 8-K, including the accompanying exhibits, shall not be deemed to be filed for the purposes of Section 18 of the Securities and Exchange Act of 1934 (the Exchange Act), or otherwise subject to the liability of such section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, regardless of the general incorporation language of such filing, except as shall be expressly set forth by specific reference in such filing.

On November 3, 2015, American Eagle Outfitters, Inc. (the Company) issued a press release announcing, among other things, its comparable sales increase and revised earnings guidance for the third quarter ended October 31, 2015. A copy of the press release is attached hereto as Exhibit 99.1.

**ITEM 7.01. Regulation FD Disclosure**

On November 3, 2015, the Company also announced the acquisition of Tailgate Clothing Company (Tailgate). The purchase price of Tailgate was approximately \$11 million paid in cash and stock. This announcement is included within the press release attached hereto as Exhibit 99.1.

**ITEM 9.01. Financial Statements and Exhibits**

(d) Exhibits

Exhibit No.	Description
99.1*	Press Release dated November 3, 2015 announcing the Company's acquisition of Tailgate Clothing Company and its revised earnings guidance for the third quarter ended October 31, 2015

\* Such Exhibit is being furnished (not filed) pursuant to Items 2.02 and 7.01 of the Current Report on Form 8-K.

**SIGNATURE**

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.

AMERICAN EAGLE OUTFITTERS, INC.

(Registrant)

Date: November 6, 2015

By: /s/ Scott Hurd  
Scott Hurd  
Senior Vice President    Chief Accounting Officer

**EXHIBIT INDEX**

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