

AMERICAN EAGLE OUTFITTERS INC

Form 8-K

May 24, 2012

**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)

May 23, 2012

**AMERICAN EAGLE OUTFITTERS, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State of incorporation)

1-33338  
(Commission)

13-2721761  
(IRS Employer)

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File Number)

Identification No.)

**77 Hot Metal Street  
Pittsburgh, Pennsylvania**  
(Address of principal executive offices)

**(412) 432-3300**

**15203-2329**  
(Zip Code)

**(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 May 23, 2012, American Eagle Outfitters, Inc. (the Company) issued a press release announcing, among other things, the Company's financial results for the first quarter ended April 28, 2012. A copy of this press release is attached hereto as Exhibit 99.1. The Company's Management team held a conference call on May 23, 2012 at 9:00 a.m. Eastern Time to review the aforementioned financial results. A replay of the conference call will be available beginning May 23, 2012 at 12:00 p.m. Eastern Time through May 30, 2012. To listen to the replay, dial 1-877-870-5176, or internationally dial 1-858-384-5517, and reference confirmation code 386740. An audio replay of the conference call will also be available at [www.ae.com](http://www.ae.com). A copy of the conference call transcript is attached hereto as Exhibit 99.2.

**ITEM 9.01. Financial Statements and Exhibits**

(d) Exhibits

| Exhibit No. | Description  |
|-------------|--|
| 99.1*       | Press Release dated May 23, 2012 announcing first quarter 2012 financial results |
| 99.2*       | Conference Call Transcript dated May 23, 2012                                    |

\* Such Exhibit is being furnished (not filed) pursuant to Item 2.02 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: May 24, 2012

By: /s/ Scott Hurd  
Scott Hurd  
Vice President and Controller

**EXHIBIT INDEX**

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