

GAP INC  
Form 8-K  
August 11, 2016

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)

August 11, 2016

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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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 11, 2016, the Board of Directors of The Gap, Inc. (the “Company”) elected Brian Goldner to serve as a director of the Company and as a member of the Board’s Compensation and Management Development Committee, effective August 12, 2016. The Board has determined that Mr. Goldner is independent under the New York Stock Exchange rules. On August 11, 2016, the Company issued a press release announcing Mr. Goldner’s election. A copy of the press release is attached hereto as Exhibit 99.1.

In connection with Mr. Goldner’s election to the Board of Directors, he will receive Company stock units with an initial aggregate value of \$140,000 (based on the then-current fair market value of the Company's common stock) upon the effective date of his election. The terms of these stock units, as well as the terms of Mr. Goldner's other compensation for service as a director, will be consistent with the stock units and other compensation for the Company's other non-employee directors, as described in the Proxy Statement for the Company's 2016 Annual Meeting of Shareholders.

Item 9.01. Financial Statements and Exhibits

99.1 Press Release dated August 11, 2016

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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: August 11, 2016 By: /s/ Thomas J. Lima  
Thomas J. Lima  
Senior Vice  
President and  
General Counsel

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EXHIBIT INDEX

Exhibit Number Description

99.1 Press Release dated August 11, 2016