GAP INC Form 8-K March 22, 2002

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)

March 21, 2002

THE GAP, INC.

(Exact name of registrant as specified in its charter)

Delaware1-756294-1697231(State of incorporation)(Commission File Number)(IRS Employer Identification No.)

Two Folsom Street San Francisco, California

(Address of principal executive offices)

94105

(Zip Code)

(650) 952-4400

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Item 5. Other Events.

On March 7, 2002, The Gap, Inc. completed a two-year \$1,400,000,000 secured credit facility. A copy of the Credit Agreement is attached hereto as Exhibit 10.1.

Item 7. Exhibits.

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10.1 Credit Agreement dated as of March 7, 2002, among The Gap, Inc., the LC Subsidiaries, the Subsidiary Borrowers, the Lenders and the Issuing Banks (as such terms are defined in the Credit Agreement), Salomon Smith Barney Inc., ("SSB") and Banc of America Securities, LLC ("BAS") as Joint Book Managers, BAS, HSBC Bank USA and JP Morgan Securities, Inc. ("JPM") as Co-Syndication Agents, ABN AMRO Bank N.V. as Documentation Agent, SSB, BAS, and JPM as Joint Lead Arrangers, and Citicorp USA, Inc. as Agent for the Lenders and the Issuing Banks thereunder.

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 21, 2002

By: /s/ Heidi Kunz

Heidi Kunz Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit Number

Description

10.1

Credit Agreement dated March 7, 2002