

GAP INC  
Form 8-K  
May 20, 2015

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)

May 19, 2015

THE GAP, INC.

(Exact name of registrant as specified in its charter)

Delaware  
(State of incorporation)

1-7562  
(Commission File Number)

94-1697231  
(IRS Employer Identification No.)

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

94105  
(Zip 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)

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- 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 5.07. Submission of Matters to a Vote of Security Holders.

On May 19, 2015, The Gap, Inc. (“the Company”) held its annual meeting of shareholders (“Annual Meeting”) in San Francisco, California. As of March 23, 2015, the Company’s record date for the Annual Meeting, there were a total of 419,734,675 shares of Common Stock outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 367,501,536 shares of Common Stock were represented in person or by proxy and, therefore, a quorum was present. The shareholders of the Company voted on the following items at the Annual Meeting:

1. Election of the Directors.

| Nominee              | For         | Against    | Abstain   | Broker Non-Votes |
|----------------------|-------------|------------|-----------|------------------|
| Domenico De Sole     | 344,191,874 | 739,126    | 625,832   | 21,944,704       |
| Robert J. Fisher     | 270,010,496 | 73,058,149 | 2,488,187 | 21,944,704       |
| William S. Fisher    | 344,028,262 | 912,926    | 615,644   | 21,944,704       |
| Isabella D. Goren    | 340,927,270 | 4,010,432  | 619,130   | 21,944,704       |
| Bob L. Martin        | 342,579,756 | 2,359,893  | 617,183   | 21,944,704       |
| Jorge P. Montoya     | 344,204,911 | 735,242    | 616,679   | 21,944,704       |
| Art Peck             | 344,318,502 | 622,280    | 616,050   | 21,944,704       |
| Mayo A. Shattuck III | 340,341,262 | 2,708,830  | 2,506,740 | 21,944,704       |
| Katherine Tsang      | 344,604,569 | 334,969    | 617,294   | 21,944,704       |
| Padmasree Warrior    | 340,910,239 | 4,017,756  | 628,837   | 21,944,704       |

Based on the votes set forth above, the director nominees were duly elected.

2. Ratification of the selection of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending January 30, 2016.

| For         | Against   | Abstain |
|-------------|-----------|---------|
| 365,524,934 | 1,298,291 | 678,311 |

Based on the votes set forth above, the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending January 30, 2016 was duly ratified.

3. Approval of the amendment and restatement of The Gap, Inc. Executive Management Incentive Compensation Award Plan.

| For         | Against   | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 342,297,236 | 2,576,356 | 683,240 | 21,944,704       |

Based on the votes set forth above, the amendment and restatement of The Gap, Inc. Executive Management Incentive Compensation Award Plan was approved.

4. Approval, on an advisory basis, of the overall compensation of the Company's named executive officers.

| For         | Against   | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 341,656,588 | 3,214,861 | 685,383 | 21,944,704       |

Based on the votes set forth above, the overall compensation of the Company's named executive officers was approved.

Item 9.01. Exhibits.

10.1 Executive Management Incentive Compensation Award Plan, filed as Appendix A to the Company's definitive proxy statement for its annual meeting of shareholders held on May 19, 2015, Commission File No. 1-7562.

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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: May 19, 2015

By: /s/ Michelle A. Banks  
Michelle A. Banks  
Executive Vice President, Global General Counsel,  
Corporate Secretary and Chief Compliance Officer

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EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|-------------|
|----------------|-------------|

|      |  |
|------|--|
| 10.1 | Executive Management Incentive Compensation Award Plan, filed as Appendix A to the Company's definitive proxy statement for its annual meeting of shareholders held on May 19, 2015, Commission File No. 1-7562. |
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