

GAP INC  
Form 8-K  
February 28, 2013

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)

February 28, 2013

THE GAP, INC.

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(Exact name of registrant as specified in its charter)

|  |                                    |   |
|--|------------------------------------|---|
| Delaware<br>(State of incorporation)   | 1-7562<br>(Commission File Number) | 94-1697231<br>(IRS Employer Identification No.) |
| Two Folsom Street<br>San Francisco, California<br>(Address of principal executive offices) |                                    | 94105<br>(Zip Code)                             |
| (415) 427-0100<br>(Registrant's telephone number,<br>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 2.02. Results of Operations and Financial Condition

On February 28, 2013, The Gap, Inc. (the “Company”) issued a press release announcing the Company’s earnings for the fourth quarter and fiscal year ended February 2, 2013. A copy of this press release is attached hereto as Exhibit 99.1.

Item 8.01 Other Events

On February 28, 2013, the Company issued a press release announcing that it intends to increase its annual dividend per share for fiscal year 2013 from \$0.50 to \$0.60. A copy of this press release is attached hereto as Exhibit 99.2.

Item 9.01. Financial Statements and Exhibits

99.1 Press Release dated February 28, 2013 announcing the Company’s earnings for the fourth quarter and fiscal year ended February 2, 2013.

99.2 Press Release dated February 28, 2013 announcing a dividend increase.

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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: February 28, 2013

By: /s/ Sabrina L. Simmons  
Sabrina L. Simmons  
Executive Vice President and  
Chief Financial Officer

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EXHIBIT INDEX

Exhibit Number            Description

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