GAP INC
Form 8-K
February 23, 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)

February 23, 2012

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

San Francisco, California **94105**
(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))

Item 2.02. Results of Operations and Financial Condition

On February 23, 2012, The Gap, Inc. (the Company) issued a press release announcing the Company s earnings for the fourth quarter and fiscal year ended January 28, 2012. A copy of this press release is attached hereto as Exhibit 99.1.

Item 7.01. Regulation FD Disclosure

On February 23, 2012, the Company issued a press release announcing the authorization of $1 billion for a share repurchase program, and that it intends to increase its annual dividend per share for fiscal year 2012 from $0.45 to $0.50. 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 23, 2012 announcing earnings for the fourth quarter and fiscal year ended January 28, 2012.
99.2 Press Release dated February 23, 2012 announcing a share repurchase program and dividend increase.

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 23, 2012

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

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release dated February 23, 2012 announcing earnings for the fourth quarter and fiscal year ended January 28, 2012.
99.2	Press Release dated February 23, 2012 announcing a share repurchase program and dividend increase.