

GAP INC  
Form 8-K  
February 25, 2010

**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 25, 2010**

**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.)**

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**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)

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 25, 2010, The Gap, Inc. (the Company) issued a press release announcing the Company's earnings for the fourth quarter and fiscal year ended January 30, 2010. A copy of this press release is attached hereto as Exhibit 99.1.

**Item 7.01. Regulation FD Disclosure**

On February 25, 2010, 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 2010 from \$0.34 to \$0.40. 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 25, 2010 announcing earnings for the fourth quarter and fiscal year ended January 30, 2010.

99.2 Press Release dated February 25, 2010 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 25, 2010

By:

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

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated February 25, 2010 announcing earnings for the fourth quarter and fiscal year ended January 30, 2010.
99.2	Press Release dated February 25, 2010 announcing a share repurchase program and dividend increase.