

DE SOLE DOMENICO

Form 4/A

August 08, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box  
 if no longer  
 subject to  
 Section 16.  
 Form 4 or  
 Form 5  
 obligations  
 may continue.  
*See* Instruction  
 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DE SOLE DOMENICO**

2. Issuer Name **and** Ticker or Trading  
 Symbol  
**GAP INC [GPS]**

5. Relationship of Reporting Person(s) to  
 Issuer

(Check all applicable)

(Last) (First) (Middle)  
**TWO FOLSOM ST**  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**05/17/2017**

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

**SAN FRANCISCO, CA 94105-1205**

4. If Amendment, Date Original  
 Filed(Month/Day/Year)  
**05/18/2017**

6. Individual or Joint/Group Filing(Check  
 Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
 Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 05/17/2017                              |                                                             | M                                    | 910 <sup>(1)</sup> A                                                       | \$ 0 35,754                                                                                                        | D                                                                    |                                         |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
 information contained in this form are not  
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SEC 1474  
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
*(e.g., puts, calls, warrants, options, convertible securities)*

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount Number of Shares                               |
| Dividend Equivalent Rights <sup>(2)</sup>  | \$ 0                                                   | 05/17/2017                           |                                                    | A                              | 524.499 <sup>(1)</sup>                                                                  | <sup>(3)</sup> <sup>(4)</sup>                            | Common Stock 5                                              |
| Dividend Equivalent Rights <sup>(2)</sup>  | \$ 0                                                   | 05/17/2017                           |                                                    | M                              | 911.4393 <sup>(1)</sup>                                                                 | <sup>(5)</sup> <sup>(4)</sup>                            | Common Stock 91                                             |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|-------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                   | Director      | 10% Owner | Officer | Other |
| DE SOLE DOMENICO<br>TWO FOLSOM ST<br>SAN FRANCISCO, CA 94105-1205 | X             |           |         |       |

## Signatures

By: Marie Ma, Power of Attorney For: Domenico De  
Sole

08/08/2017

**\*\*Signature of Reporting Person**

Date \_\_\_\_\_

### Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This amendment is being filed to correct the number of dividend equivalent rights previously reported as accrued as of May 17, 2017 and the corresponding number of shares issued in settlement of the dividend equivalent rights.
- (2) Each dividend equivalent right is the economic equivalent of one share of Gap Inc. common stock.
- (3) The dividend equivalent rights accrued on stock units originally granted on June 30, 2014, June 30, 2015 and June 30, 2016 and are immediately vested. Vested shares are delivered to the reporting person no sooner than 3 years from the date of grant, unless further deferred, or immediately upon cessation of service as a member of the Board, if earlier. The reporting person's service on the Board ended May 17, 2017.
- (4) Not applicable.
- (5) These shares were issued in settlement of dividend equivalent rights accrued on stock units granted on June 30, 2014, June 30, 2015 and June 30, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.