

GAP INC  
Form 8-K  
August 16, 2018

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

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Date of Report  
(Date of earliest event reported)

August 16, 2018

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 94105  
San Francisco, California  
(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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [ ]

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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On August 16, 2018, the Company's Board of Directors approved an amendment and restatement of the Company's bylaws, effective immediately. The bylaws were updated to permit electronic transmissions and approvals. A copy of the amended and restated bylaws is filed herewith as Exhibit 3(ii).

Item 9.01. Financial Statements and Exhibits

3(ii) Amended and Restated Bylaws of the Company (effective August 16, 2018).

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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: August 16, 2018 By: /s/ Julie Gruber

Julie Gruber  
Executive Vice  
President,  
Global  
General  
Counsel,  
Corporate  
Secretary  
and Chief  
Compliance  
Officer

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EXHIBIT INDEX

| Exhibit Number | Description   |
|----------------|---|
| <u>3(ii)</u>   | Amended and Restated Bylaws of the Company (effective August 16, 2018). |