

GAP INC  
Form 8-K  
April 19, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

**Date of Report**

(Date of earliest event reported)

April 15, 2005

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**THE GAP, INC.**

(Exact name of registrant as specified in its charter)

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**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)

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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 1.01 Entry into a Material Definitive Agreement**

On April 15, 2005, The Gap, Inc. (the Company) entered into an agreement with Cynthia Harriss as President of the Company's Gap brand. Under the agreement, the Company will pay Ms. Harriss an annual salary of \$750,000, with an annual bonus potential of 0-150% of Ms. Harriss base salary. The agreement also provides for certain long-term incentive awards. The agreement is attached hereto as Exhibit 10.1 under Item 9.01.

**Item 8.01. Other Events**

On April 18, 2005, the Company issued a press release announcing the appointment of Cynthia Harriss as President of Gap brand, effective May 2, 2005. A copy of this press release is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits**

10.1 Agreement dated as of and confirmed on April 15, 2005 by and between Cynthia Harriss and the Company.

99.1 Press Release dated April 18, 2005

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: April 19, 2005

By: /s/ Paul S. Pressler

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Paul S. Pressler  
President and Chief Executive Officer

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
10.1	Agreement dated as of and confirmed on April 15, 2005 by and between Cynthia Harriss and the Company.
99.1	Press Release dated April 18, 2005