

AMERICAN EAGLE OUTFITTERS INC

Form 8-K

December 21, 2015

**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)**

**December 17, 2015**

**AMERICAN EAGLE OUTFITTERS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction)**

**1-33338**  
**(Commission)**

**13-2721761**  
**(IRS Employer)**

**of incorporation)**

**File Number)**

**Identification No.)**

**77 Hot Metal Street**

**Pittsburgh, Pennsylvania**

**15203-2329**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (412) 432-3300**

**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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 21, 2015, American Eagle Outfitters, Inc. (the Company ) announced that Roger S. Markfield has resigned from the Company s Board of Directors, effective as of December 17, 2015.

Following Mr. Markfield s resignation from the Board of Directors of the Company, the Board of Directors has reduced the number of directors from 8 to 7.

**SIGNATURE**

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.

**AMERICAN EAGLE OUTFITTERS, INC.**

(Registrant)

Date: December 21, 2015

By: /s/ Charles P. Sandel  
Charles P. Sandel

Senior Vice President, General Counsel

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