

GAP INC  
Form 10-Q  
December 08, 2015

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q  
(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the quarterly period ended October 31, 2015

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 1-7562

THE GAP, INC.

(Exact name of registrant as specified in its charter)

Delaware 94-1697231  
(State or other jurisdiction (I.R.S. Employer  
of incorporation or organization) Identification No.)

Two Folsom Street, San Francisco, California 94105  
(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (415) 427-0100

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files) Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated  
filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

The number of shares of the registrant's common stock outstanding as of November 27, 2015 was 401,902,135.



## FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. All statements other than those that are purely historical are forward-looking statements. Words such as “expect,” “anticipate,” “believe,” “estimate,” “intend,” “plan,” “project,” and similar expressions also identify forward-looking statements. Forward-looking statements include, but are not limited to, statements regarding the following:

- the impact of the adoption of new accounting standards;
  - announced strategic actions related to Gap brand, including planned store closures in North America, Europe and Asia, and the timing of the store closures;
  - the impact of the potential settlement of outstanding tax matters and the closing of audits;
  - the impact of losses due to indemnification obligations;
  - the outcome of proceedings, lawsuits, disputes, and claims;
  - the impact of new product to market processes on product acceptance;
  - continuing investment in digital capabilities;
  - further enhancing our shopping experience for our customers;
  - continuing our global growth, including opening additional stores in Asia with a focus on Gap China, Old Navy China, and Old Navy Japan;
  - opening additional Athleta stores;
  - the impact of foreign exchange rate fluctuations on our financial results;
  - announced strategic actions to position Gap brand for improved business performance, including right-sizing the fleet, streamlining the headquarter workforce, and developing a clear, on-brand product aesthetic framework;
  - charges in fiscal 2015 associated with the strategic actions primarily related to Gap brand;
  - current cash balances and cash flows being sufficient to support our business operations, including growth initiatives and planned capital expenditures;
  - ability to supplement near-term liquidity, if necessary, with our \$500 million revolving credit facility or other available market instruments;
  - the impact of the seasonality of our operations;
  - dividend payments in fiscal 2015; and
  - the impact of changes in internal control over financial reporting.
- Because these forward-looking statements involve risks and uncertainties, there are important factors that could cause our actual results to differ materially from those in the forward-looking statements. These factors include, without limitation, the following:
- the risk that adoption of new accounting pronouncements will impact future results;
  - the risk that we or our franchisees will be unsuccessful in gauging apparel trends and changing consumer preferences;
  - the risk that changes in global economic conditions or consumer spending patterns could adversely impact our results of operations;
  - the highly competitive nature of our business in the United States and internationally;
  - the risk that if we are unable to manage our inventory effectively, our gross margins will be adversely affected;
  - the risks to our efforts to expand internationally, including our ability to operate under a global brand structure, foreign exchange fluctuations, and operating in regions where we have less experience;
  - the risks to our business, including our costs and supply chain, associated with global sourcing and manufacturing;
  - the risks to our reputation or operations associated with importing merchandise from foreign countries, including failure of our vendors to adhere to our Code of Vendor Conduct;
  - the risk that trade matters could increase the cost or reduce the supply of apparel available to us and adversely affect our business, financial condition, and results of operations;
  - the risk that our franchisees’ operation of franchise stores is not directly within our control and could impair the value of our brands;
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the risk that we or our franchisees will be unsuccessful in identifying, negotiating, and securing new store locations and renewing, modifying, or terminating leases for existing store locations effectively;

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the risk that we are subject to data or other security breaches that may result in increased costs, violations of law, significant legal and financial exposure, and a loss of confidence in our security measures, which could have an adverse effect on our results of operations and our reputation;

the risk that the failure to attract and retain key personnel, or effectively manage succession, could have an adverse impact on our results of operations;

the risk that our investments in omni-channel shopping initiatives may not deliver the results we anticipate;

the risk that comparable sales and margins will experience fluctuations;

the risk that changes in our credit profile or deterioration in market conditions may limit our access to the capital markets and adversely impact our financial results or our business initiatives;

- the risk that updates or changes to our information technology (“IT”) systems may disrupt our operations;

the risk that natural disasters, public health crises, political crises, or other catastrophic events could adversely affect our operations and financial results, or those of our franchisees or vendors;

the risk that changes in the regulatory or administrative landscape could adversely affect our financial condition, strategies, and results of operations;

the risk that we do not repurchase some or all of the shares we anticipate purchasing pursuant to our repurchase program; and

the risk that we will not be successful in defending various proceedings, lawsuits, disputes, claims, and audits.

Additional information regarding factors that could cause results to differ can be found in our Annual Report on Form 10-K for the fiscal year ended January 31, 2015 and our other filings with the U.S. Securities and Exchange Commission.

Future economic and industry trends that could potentially impact net sales and profitability are difficult to predict. These forward-looking statements are based on information as of December 8, 2015, and we assume no obligation to publicly update or revise our forward-looking statements even if experience or future changes make it clear that any projected results expressed or implied therein will not be realized.

We suggest that this document be read in conjunction with Management’s Discussion and Analysis included in our Annual Report on Form 10-K for the fiscal year ended January 31, 2015.

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## PART I – FINANCIAL INFORMATION

## Item 1. Financial Statements.

## THE GAP, INC.

## CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

(\$ and shares in millions except par value)	October 31, 2015	January 31, 2015	November 1, 2014
<b>ASSETS</b>			
Current assets:			
Cash and cash equivalents	\$1,042	\$1,515	\$954
Merchandise inventory	2,498	1,889	2,553
Other current assets	821	913	816
Total current assets	4,361	4,317	4,323
Property and equipment, net of accumulated depreciation of \$5,673, \$5,532, and \$5,555	2,814	2,773	2,777
Other long-term assets	631	600	719
Total assets	\$7,806	\$7,690	\$7,819
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>			
Current liabilities:			
Current maturities of debt	\$421	\$21	\$22
Accounts payable	1,327	1,173	1,477
Accrued expenses and other current liabilities	997	1,020	1,011
Income taxes payable	23	20	12
Total current liabilities	2,768	2,234	2,522
Long-term liabilities:			
Long-term debt	1,331	1,332	1,358
Lease incentives and other long-term liabilities	1,098	1,141	1,084
Total long-term liabilities	2,429	2,473	2,442
Commitments and contingencies (see Note 11)			
Stockholders' equity:			
Common stock \$0.05 par value			
Authorized 2,300 shares for all periods presented; Issued and Outstanding 404, 421, and 424 shares	20	21	21
Retained earnings	2,484	2,797	2,680
Accumulated other comprehensive income	105	165	154
Total stockholders' equity	2,609	2,983	2,855
Total liabilities and stockholders' equity	\$7,806	\$7,690	\$7,819
See Accompanying Notes to Condensed Consolidated Financial Statements			

THE GAP, INC.  
 CONDENSED CONSOLIDATED STATEMENTS OF INCOME  
 (Unaudited)

(\$ and shares in millions except per share amounts)	13 Weeks Ended		39 Weeks Ended		
	October 31, 2015	November 1, 2014	October 31, 2015	November 1, 2014	
Net sales	\$3,857	\$3,972	\$11,412	\$11,727	
Cost of goods sold and occupancy expenses	2,417	2,376	7,132	7,096	
Gross profit	1,440	1,596	4,280	4,631	
Operating expenses	1,026	1,042	3,111	3,067	
Operating income	414	554	1,169	1,564	
Interest expense	19	19	41	55	
Interest income	(1	) (1	) (3	) (2	)
Income before income taxes	396	536	1,131	1,511	
Income taxes	148	185	425	568	
Net income	\$248	\$351	\$706	\$943	
Weighted-average number of shares - basic	406	432	415	439	
Weighted-average number of shares - diluted	408	437	417	444	
Earnings per share - basic	\$0.61	\$0.81	\$1.70	\$2.15	
Earnings per share - diluted	\$0.61	\$0.80	\$1.69	\$2.12	
Cash dividends declared and paid per share	\$0.23	\$0.22	\$0.69	\$0.66	

See Accompanying Notes to Condensed Consolidated Financial Statements



## THE GAP, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Unaudited)

(\$ in millions)	13 Weeks Ended		39 Weeks Ended	
	October 31, 2015	November 1, 2014	October 31, 2015	November 1, 2014
Net income	\$248	\$ 351	\$706	\$ 943
Other comprehensive income (loss), net of tax:				
Foreign currency translation	(2 )	(22 )	(9 )	(13 )
Change in fair value of derivative financial instruments, net of tax (tax benefit) of \$(4), \$27, \$9, and \$24	(4 )	59	22	51
Reclassification adjustment for realized gains on derivative financial instruments, net of tax of \$(14), \$(6), \$(31), and \$(11)	(33 )	(12 )	(73 )	(19 )
Other comprehensive income (loss), net of tax	(39 )	25	(60 )	19
Comprehensive income	\$209	\$ 376	\$646	\$ 962

See Accompanying Notes to Condensed Consolidated Financial Statements

THE GAP, INC.  
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
 (Unaudited)

(\$ in millions)	39 Weeks Ended	
	October 31, 2015	November 1, 2014
Cash flows from operating activities:		
Net income	\$706	\$943
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	438	412
Amortization of lease incentives	(48)	(47)
Share-based compensation	58	76
Tax benefit from exercise of stock options and vesting of stock units	22	34
Excess tax benefit from exercise of stock options and vesting of stock units	(24)	(35)
Non-cash and other items	(45)	(52)
Deferred income taxes	(6)	(29)
Changes in operating assets and liabilities:		
Merchandise inventory	(615)	(644)
Other current assets and other long-term assets	30	174
Accounts payable	149	244
Accrued expenses and other current liabilities	(24)	(99)
Income taxes payable, net of prepaid and other tax-related items	69	(8)
Lease incentives and other long-term liabilities	24	145
Net cash provided by operating activities	734	1,114
Cash flows from investing activities:		
Purchases of property and equipment	(505)	(508)
Proceeds from sale of property and equipment	—	121
Other	(4)	(1)
Net cash used for investing activities	(509)	(388)
Cash flows from financing activities:		
Proceeds from issuance of short-term debt	400	—
Proceeds from issuances under share-based compensation plans	60	76
Withholding tax payments related to vesting of stock units	(68)	(51)
Repurchases of common stock	(822)	(1,046)
Excess tax benefit from exercise of stock options and vesting of stock units	24	35
Cash dividends paid	(285)	(290)
Other	(1)	—
Net cash used for financing activities	(692)	(1,276)
Effect of foreign exchange rate fluctuations on cash and cash equivalents	(6)	(6)
Net decrease in cash and cash equivalents	(473)	(556)
Cash and cash equivalents at beginning of period	1,515	1,510
Cash and cash equivalents at end of period	\$1,042	\$954
Non-cash investing activities:		
Purchases of property and equipment not yet paid at end of period	\$85	\$93
Supplemental disclosure of cash flow information:		
Cash paid for interest during the period	\$76	\$77
Cash paid for income taxes during the period, net of refunds	\$338	\$570
See Accompanying Notes to Condensed Consolidated Financial Statements		



THE GAP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 1. Basis of Presentation

The Condensed Consolidated Balance Sheets as of October 31, 2015 and November 1, 2014, the Condensed Consolidated Statements of Income and the Condensed Consolidated Statements of Comprehensive Income for the thirteen and thirty-nine weeks ended October 31, 2015 and November 1, 2014, and the Condensed Consolidated Statements of Cash Flows for the thirty-nine weeks ended October 31, 2015 and November 1, 2014 have been prepared by The Gap, Inc. (the "Company," "we," and "our"). In the opinion of management, such statements include all adjustments (which include normal recurring adjustments) considered necessary to present fairly our financial position, results of operations, and cash flows as of October 31, 2015 and November 1, 2014 and for all periods presented. The Condensed Consolidated Balance Sheet as of January 31, 2015 has been derived from our audited financial statements.

The accompanying unaudited Condensed Consolidated Financial Statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission. Accordingly, certain information and disclosures normally included in the notes to the annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") have been omitted from these interim financial statements. We suggest that you read these Condensed Consolidated Financial Statements in conjunction with the Consolidated Financial Statements and notes thereto included in our Annual Report on Form 10-K for the fiscal year ended January 31, 2015.

The results of operations for the thirteen and thirty-nine weeks ended October 31, 2015 are not necessarily indicative of the operating results that may be expected for the 52-week period ending January 30, 2016.

Note 2. Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued an accounting standards update ("ASU") No. 2014-09, Revenue from Contracts with Customers, to clarify the principles of recognizing revenue and create common revenue recognition guidance between U.S. GAAP and International Financial Reporting Standards. In August 2015, the FASB issued ASU No. 2015-14, Revenue from Contracts with Customers, Deferral of the Effective Date, which defers the effective date of the new revenue recognition standard by one year. As a result, the ASU No. 2014-09 is effective retrospectively for fiscal years and interim periods within those years beginning after December 15, 2017. We are currently assessing the potential impact of the ASU on our Condensed Consolidated Financial Statements.

In April 2015, the FASB issued ASU No. 2015-03, Interest - Imputation of Interest, Simplifying the Presentation of Debt Issuance Costs, which requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The ASU is effective retrospectively for fiscal years and interim periods within those years beginning after December 15, 2015. We do not expect the adoption of this ASU to have a material impact on our Condensed Consolidated Financial Statements.

In July 2015, the FASB issued ASU No. 2015-11, Inventory, Simplifying the Measurement of Inventory, which requires an entity to measure in scope inventory at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. The ASU is effective for fiscal years and interim periods within those years beginning after December 15, 2016. We do not expect the adoption of this ASU to have a material impact on our Condensed Consolidated Financial Statements.

In November 2015, the FASB issued ASU No. 2015-17, Income Taxes: Balance Sheet Classification of Deferred Taxes, which changes how deferred taxes are classified on the balance sheet. The ASU eliminates the current requirement for organizations to present deferred tax liabilities and assets as current and noncurrent in a classified balance sheet. Instead, organizations will be required to classify all deferred tax assets and liabilities as noncurrent. The ASU is effective for fiscal years and interim periods within those years beginning after December 15, 2016. We

are currently assessing the potential impact of the ASU on our Condensed Consolidated Financial Statements.

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## Note 3. Debt and Credit Facilities

Total long-term debt, less current portion, is as follows:

(\$ in millions)	October 31, 2015	January 31, 2015	November 1, 2014
Notes	\$1,248	\$1,247	\$1,247
Japan Term Loan	104	106	133
Total long-term debt	1,352	1,353	1,380
Less: Current portion	(21	) (21	) (22
Total long-term debt, less current portion	\$1,331	\$1,332	\$1,358

As of October 31, 2015, January 31, 2015, and November 1, 2014, the estimated fair value of our \$1.25 billion aggregate principal amount of 5.95 percent notes (the "Notes") due April 2021 was \$1.33 billion, \$1.44 billion, and \$1.41 billion, respectively, and was based on the quoted market price of the Notes (level 1 inputs) as of the last business day of the respective fiscal quarter. The aggregate principal amount of the Notes is recorded in long-term debt in the Condensed Consolidated Balance Sheets, net of the unamortized discount.

As of October 31, 2015, January 31, 2015, and November 1, 2014, the carrying amount of our 15 billion Japanese yen, four-year, unsecured term loan ("Japan Term Loan") approximated its fair value, as the interest rate varies depending on quoted market rates (level 1 inputs). Repayments of 2.5 billion Japanese yen (\$21 million as of October 31, 2015) are payable on January 15 of each year, and commenced on January 15, 2015, with a final repayment of 7.5 billion Japanese yen (\$62 million as of October 31, 2015) due on January 15, 2018. Interest is payable at least quarterly based on an interest rate equal to the Tokyo Interbank Offered Rate plus a fixed margin.

In October 2015, we entered into a \$400 million unsecured term loan (the "Term Loan"). The Term Loan matures and is payable in full on October 15, 2016, but may be extended until October 15, 2017. As of October 31, 2015, the carrying amount of our \$400 million Term Loan approximated its fair value due to the short-term nature of the loan. Interest is payable at least quarterly based on an interest rate equal to the London Interbank Offered Rate plus a fixed margin. The Term Loan is included in current maturities of debt in the Condensed Consolidated Balance Sheet. We have a \$500 million, five-year, unsecured revolving credit facility (the "Facility"), which was set to expire in May 2018. On May 20, 2015, the Facility was amended under substantially similar terms to extend the expiration date to May 2020 and improve the pricing structure. There were no borrowings and no material outstanding standby letters of credit under the Facility as of October 31, 2015.

We maintain multiple agreements with third parties that make unsecured revolving credit facilities available for our operations in foreign locations (the "Foreign Facilities"). These Foreign Facilities are uncommitted and are generally available for borrowings, overdraft borrowings, and the issuance of bank guarantees. The total capacity of the Foreign Facilities was \$49 million as of October 31, 2015. As of October 31, 2015, there were no borrowings under the Foreign Facilities. There were \$12 million in bank guarantees issued and outstanding primarily related to store leases under the Foreign Facilities as of October 31, 2015.

We have bilateral unsecured standby letter of credit agreements that are uncommitted and do not have expiration dates. As of October 31, 2015, we had \$21 million in standby letters of credit issued under these agreements. We also have a \$50 million, two-year, unsecured committed letter of credit agreement, which expires in September 2016. We had no trade letters of credit issued under this letter of credit agreement as of October 31, 2015.

## Note 4. Fair Value Measurements

There were no purchases, sales, issuances, or settlements related to recurring level 3 measurements during the thirteen and thirty-nine weeks ended October 31, 2015 or November 1, 2014. There were no transfers of financial assets or liabilities into or out of level 1 and level 2 during the thirteen and thirty-nine weeks ended October 31, 2015 or November 1, 2014.

## Financial Assets and Liabilities

Financial assets and liabilities measured at fair value on a recurring basis and cash equivalents are as follows:

(\$ in millions)	October 31, 2015	Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Cash equivalents	\$174	\$62	\$ 112	\$—
Derivative financial instruments	84	—	84	—
Deferred compensation plan assets	41	41	—	—
Total	\$299	\$103	\$ 196	\$—
Liabilities:				
Derivative financial instruments	\$8	\$—	\$ 8	\$—
(\$ in millions)	January 31, 2015	Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Cash equivalents	\$429	\$88	\$ 341	\$—
Derivative financial instruments	157	—	157	—
Deferred compensation plan assets	40	40	—	—
Total	\$626	\$128	\$ 498	\$—
Liabilities:				
Derivative financial instruments	\$1	\$—	\$ 1	\$—
(\$ in millions)	November 1, 2014	Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Cash equivalents	\$241	\$29	\$ 212	\$—
Derivative financial instruments	98	—	98	—
Deferred compensation plan assets	40	40	—	—
Total	\$379	\$69	\$ 310	\$—
Liabilities:				
Derivative financial instruments	\$2	\$—	\$ 2	\$—

We have highly liquid investments classified as cash equivalents, which are placed primarily in time deposits and money market funds. These investments are classified as held-to-maturity based on our positive intent and ability to hold the securities to maturity. We value these investments at their original purchase prices plus interest that has accrued at the stated rate.

Derivative financial instruments primarily include foreign exchange forward contracts. The principal currencies hedged against changes in the U.S. dollar are British pounds, Canadian dollars, Euro, and Japanese yen. The fair value of the Company's derivative financial instruments is determined using pricing models based on current market rates. Derivative financial instruments in an asset position are recorded in other current assets or other long-term assets in the Condensed Consolidated Balance Sheets. Derivative financial instruments in a liability position are recorded in accrued expenses and other current liabilities or lease incentives and other long-term liabilities in the Condensed Consolidated Balance Sheets.

We maintain the Gap Inc. Deferred Compensation Plan ("DCP"), which allows eligible employees to defer compensation up to a maximum amount. Plan investments are recorded at market value and are designated for the DCP. The fair value of the Company's DCP assets is determined based on quoted market prices, and the assets are recorded in other long-term assets in the Condensed Consolidated Balance Sheets.



#### Nonfinancial Assets

We review the carrying amount of goodwill and other indefinite-lived intangible assets for impairment annually and whenever events or changes in circumstances indicate that it is more likely than not that the carrying amount may not be recoverable.

There were no impairment charges recorded for goodwill for the thirteen and thirty-nine weeks ended October 31, 2015.

We review the carrying amount of indefinite-lived intangible assets and long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. In June 2015, the Company announced a series of strategic actions to position Gap brand for improved business performance in the future, including its plan to close about 175 Gap brand specialty stores in North America and a limited number of European stores over the next few years. In addition, the Company now expects to close a limited number of stores in Asia. As a result of the strategic actions, in the third quarter of fiscal 2015, we recorded an impairment charge of \$5 million related to an indefinite-lived intangible asset and \$2 million related to long-lived assets. We also recorded an impairment charge of \$4 million for long-lived assets that were unrelated to the Gap brand strategic actions.

The impairment charges were recorded in operating expenses in the Condensed Consolidated Statement of Income and reduced the then carrying amount of the applicable indefinite-lived intangible asset of \$6 million to its fair value of \$1 million and the applicable long-lived assets of \$6 million to their fair value of zero during the thirteen weeks ended October 31, 2015.

We recorded a charge for the impairment of long-lived assets of \$43 million during the thirty-nine weeks ended October 31, 2015, which reduced the then carrying amount of the applicable long-lived assets of \$49 million to their fair value of \$6 million.

The fair value of the long-lived assets was determined using level 3 inputs and based on discounted future cash flows of the asset or asset group using a discount rate commensurate with the risk. The asset group is defined as the lowest level for which identifiable cash flows are available and largely independent of the cash flows of other groups of assets, which for our retail stores is primarily at the store level.

There were no material impairment charges recorded for goodwill, other indefinite-lived intangible assets, or other long-lived assets for the thirteen and thirty-nine weeks ended November 1, 2014.

#### Note 5. Derivative Financial Instruments

We operate in foreign countries, which exposes us to market risk associated with foreign currency exchange rate fluctuations. Consistent with our risk management guidelines, we hedge a portion of our transactions related to merchandise purchases for foreign operations and certain intercompany transactions using foreign exchange forward contracts. These contracts are entered into with large, reputable financial institutions that are monitored for counterparty risk. The principal currencies hedged against changes in the U.S. dollar are British pounds, Canadian dollars, Euro, and Japanese yen. We do not enter into derivative financial contracts for trading purposes. Cash flows from derivative financial instruments are classified as cash flows from operating activities in the Condensed Consolidated Statements of Cash Flows.

#### Cash Flow Hedges

We designate the following foreign exchange forward contracts as cash flow hedges: (1) forward contracts used to hedge forecasted merchandise purchases and related costs denominated in U.S. dollars made by our international subsidiaries whose functional currencies are their local currencies; (2) forward contracts used to hedge forecasted intercompany royalty payments denominated in foreign currencies received by entities whose functional currencies are U.S. dollars; and (3) forward contracts used to hedge forecasted intercompany revenue transactions related to merchandise sold from our regional purchasing entities, whose functional currency is the U.S. dollar, to certain international subsidiaries in their local currencies. The foreign exchange forward contracts entered into to hedge forecasted merchandise purchases and related costs, intercompany royalty payments, and intercompany revenue transactions generally have terms of up to 24 months.

There were no material amounts recorded in the Condensed Consolidated Statements of Income for the thirteen and thirty-nine weeks ended October 31, 2015 or November 1, 2014 as a result of hedge ineffectiveness, hedge components excluded from the assessment of effectiveness, or the discontinuance of cash flow hedges because the forecasted transactions were no longer probable.

#### Net Investment Hedges

We also use foreign exchange forward contracts to hedge the net assets of international subsidiaries to offset the foreign currency translation and economic exposures related to our investment in the subsidiaries.

There were no material amounts recorded in the Condensed Consolidated Statements of Income for the thirteen and thirty-nine weeks ended October 31, 2015 or November 1, 2014 as a result of hedge ineffectiveness, hedge components excluded from the assessment of effectiveness, or the discontinuance of net investment hedges.

### Other Derivatives Not Designated as Hedging Instruments

We enter into foreign exchange forward contracts to hedge our market risk exposure associated with foreign currency exchange rate fluctuations for certain intercompany balances denominated in currencies other than the functional currency of the entity with the intercompany balance. The gain or loss on the derivative financial instruments, as well as the remeasurement impact of the underlying intercompany balances, is recorded in operating expenses in the Condensed Consolidated Statements of Income in the same period and generally offset.

### Outstanding Notional Amounts

We had foreign exchange forward contracts outstanding in the following notional amounts:

(notional amounts in millions)	October 31, 2015	January 31, 2015	November 1, 2014
U.S. dollars (1)	\$ 1,731	\$ 1,395	\$ 1,615
Canadian dollars	C\$45	C\$14	C\$14
Euro	€ 2	€ 1	€ 1
Japanese Yen	¥ 850	¥ —	¥ —

(1) The principal currencies hedged against changes in the U.S. dollar were British pounds, Canadian dollars, Euro, and Japanese yen.

### Quantitative Disclosures about Derivative Financial Instruments

The fair values of foreign exchange forward contracts are as follows:

(\$ in millions)	October 31, 2015	January 31, 2015	November 1, 2014
Derivatives designated as cash flow hedges:			
Other current assets	\$56	\$115	\$59
Other long-term assets	\$12	\$23	\$23
Accrued expenses and other current liabilities	\$3	\$—	\$1
Lease incentives and other long-term liabilities	\$3	\$—	\$—
Derivatives designated as net investment hedges:			
Other current assets	\$—	\$1	\$—
Other long-term assets	\$—	\$—	\$—
Accrued expenses and other current liabilities	\$—	\$—	\$—
Lease incentives and other long-term liabilities	\$—	\$—	\$—
Derivatives not designated as hedging instruments:			
Other current assets	\$16	\$18	\$16
Other long-term assets	\$—	\$—	\$—
Accrued expenses and other current liabilities	\$2	\$1	\$1
Lease incentives and other long-term liabilities	\$—	\$—	\$—
Total derivatives in an asset position	\$84	\$157	\$98
Total derivatives in a liability position	\$8	\$1	\$2

The majority of the unrealized gains and losses from designated cash flow hedges as of October 31, 2015 will be recognized in income within the next 12 months at the then-current values, which may differ from the fair values as of October 31, 2015 shown above.

Our foreign exchange forward contracts are subject to master netting arrangements with each of our counterparties and such arrangements are enforceable in the event of default or early termination of the contract. We do not elect to offset the fair values of our derivative financial instruments in the Condensed Consolidated Balance Sheets, and as such, the

fair values shown above represent gross amounts. The amounts subject to enforceable master netting arrangements are \$5 million, \$1 million, and \$2 million as of October 31, 2015, January 31, 2015, and November 1, 2014, respectively. If we did elect to offset, the net amounts of our derivative financial instruments in an asset position would be \$79 million, \$156 million, and \$96 million and the net amounts of the derivative financial instruments in a liability position would be \$3 million as of October 31, 2015, and zero as of January 31, 2015 and November 1, 2014.

See Note 4 of Notes to Condensed Consolidated Financial Statements for disclosures on the fair value measurements of our derivative financial instruments.

The effective portion of gains and losses on foreign exchange forward contracts in cash flow hedging and net investment hedging relationships recorded in other comprehensive income and the Condensed Consolidated Statements of Income, on a pre-tax basis, are as follows:

(\$ in millions)	13 Weeks Ended		39 Weeks Ended	
	October 31, 2015	November 1, 2014	October 31, 2015	November 1, 2014
Derivatives in cash flow hedging relationships:				
Gain (loss) recognized in other comprehensive income	\$(8	) \$86	\$31	\$75
Gain reclassified into cost of goods sold and occupancy expenses	\$45	\$16	\$99	\$26
Gain reclassified into operating expenses	\$2	\$2	\$5	\$4

Derivatives in net investment hedging relationships:

Gain recognized in other comprehensive income	\$—	\$2	\$1	\$2
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For the thirteen and thirty-nine weeks ended October 31, 2015 and November 1, 2014, there were no amounts of gain or loss reclassified from accumulated other comprehensive income into net income for derivative financial instruments in net investment hedging relationships, as we did not sell or liquidate (or substantially liquidate) any of our hedged subsidiaries during the periods.

Gains and losses on foreign exchange forward contracts not designated as hedging instruments recorded in the Condensed Consolidated Statements of Income, on a pre-tax basis, are as follows:

(\$ in millions)	13 Weeks Ended		39 Weeks Ended	
	October 31, 2015	November 1, 2014	October 31, 2015	November 1, 2014
Gain (loss) recognized in operating expenses	\$—	\$8	\$—	\$6

#### Note 6. Share Repurchases

Share repurchase activity is as follows:

(\$ and shares in millions except average per share cost)	13 Weeks Ended		39 Weeks Ended	
	October 31, 2015	November 1, 2014	October 31, 2015	November 1, 2014
Number of shares repurchased	6.2	11.4	21.8	26.0
Total cost	\$200	\$433	\$807	\$1,016
Average per share cost including commissions	\$32.17	\$37.95	\$36.93	\$39.15

Between November 2013 and February 2015, the Board of Directors authorized a total of \$2.5 billion for share repurchases, of which \$495 million was remaining as of October 31, 2015.

All of the share repurchases were paid for as of October 31, 2015 and November 1, 2014. All except \$15 million of total share repurchases were paid for as of January 31, 2015. All common stock repurchased is immediately retired.

## Note 7. Share-Based Compensation

Share-based compensation expense recognized in the Condensed Consolidated Statements of Income, primarily in operating expenses, is as follows:

(\$ in millions)	13 Weeks Ended		39 Weeks Ended	
	October 31, 2015	November 1, 2014	October 31, 2015	November 1, 2014
Stock units	\$12	\$18	\$46	\$64
Stock options	2	3	8	8
Employee stock purchase plan	1	2	4	4
Share-based compensation expense	15	23	58	76
Less: Income tax benefit	(6	) (8	) (22	) (29
Share-based compensation expense, net of tax	\$9	\$15	\$36	\$47

## Note 8. Accumulated Other Comprehensive Income

Changes in accumulated other comprehensive income by component, net of tax, are as follows:

(\$ in millions)	Foreign Currency Translation	Cash Flow Hedges	Total
Balance at January 31, 2015	\$60	\$105	\$165
13 Weeks Ended May 2, 2015:			
Foreign currency translation	6	—	6
Change in fair value of derivative financial instruments	—	(10)	(10)
Amounts reclassified from accumulated other comprehensive income	—	(21)	(21)
Other comprehensive income (loss), net	6	(31)	(25)
Balance at May 2, 2015	66	74	140
13 Weeks Ended August 1, 2015:			
Foreign currency translation	(13)	—	(13)
Change in fair value of derivative financial instruments	—	36	36
Amounts reclassified from accumulated other comprehensive income	—	(19)	(19)
Other comprehensive income (loss), net	(13)	17	4
Balance at August 1, 2015	53	91	144
13 Weeks Ended October 31, 2015:			
Foreign currency translation	(2)	—	(2)
Change in fair value of derivative financial instruments	—	(4)	(4)
Amounts reclassified from accumulated other comprehensive income	—	(33)	(33)
Other comprehensive loss, net	(2)	(37)	(39)
Balance at October 31, 2015	\$51	\$54	\$105

(\$ in millions)	Foreign Currency Translation	Cash Flow Hedges	Total
Balance at February 1, 2014	\$107	\$28	\$135
13 Weeks Ended May 3, 2014:			
Foreign currency translation	11	—	11
Change in fair value of derivative financial instruments	—	(11)	(11)
Amounts reclassified from accumulated other comprehensive income	—	(5)	(5)
Other comprehensive income (loss), net	11	(16)	(5)
Balance at May 3, 2014	118	12	130
13 Weeks Ended August 2, 2014:			
Foreign currency translation	(2)	—	(2)
Change in fair value of derivative financial instruments	—	3	3
Amounts reclassified from accumulated other comprehensive income	—	(2)	(2)
Other comprehensive income (loss), net	(2)	1	(1)
Balance at August 2, 2014	116	13	129
13 Weeks Ended November 1, 2014:			
Foreign currency translation	(22)	—	(22)
Change in fair value of derivative financial instruments	—	59	59
Amounts reclassified from accumulated other comprehensive income	—	(12)	(12)
Other comprehensive income (loss), net	(22)	47	25
Balance at November 1, 2014	\$94	\$60	\$154

See Note 5 of Notes to Condensed Consolidated Financial Statements for additional disclosures about reclassifications out of accumulated other comprehensive income and their corresponding effects on the respective line items in the

Condensed Consolidated Statements of Income.

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#### Note 9. Income Taxes

The Company conducts business globally, and as a result, files income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. In the normal course of business, we are subject to examination by taxing authorities throughout the world, including such major jurisdictions as the United States, Canada, France, the United Kingdom, China, Hong Kong, Japan, and India. We are no longer subject to U.S. federal income tax examinations for fiscal years before 2009, and with few exceptions, we are also no longer subject to U.S. state, local, or non-U.S. income tax examinations for fiscal years before 2008.

The Company engages in continual discussions with taxing authorities regarding tax matters in the various U.S. and foreign jurisdictions in the normal course of business. As of October 31, 2015, it is reasonably possible that we will recognize a decrease in gross unrecognized tax benefits within the next 12 months of up to \$5 million, primarily due to the potential settlement of outstanding tax matters and the closing of audits. If we do recognize such a decrease, the net impact on the Condensed Consolidated Statement of Income would not be material.

During the thirty-nine weeks ended October 31, 2015, we recognized an interest expense reversal of approximately \$15 million primarily as a result of a favorable foreign tax ruling and actions of foreign tax authorities related to transfer pricing matters. We reduced our unrecognized tax benefits for this matter by \$31 million, and there was no impact on the tax provision due to the offsetting impact for the U.S. indirect effect of these unrecognized tax benefits.

#### Note 10. Earnings Per Share

Weighted-average number of shares used for earnings per share is as follows:

(shares in millions)	13 Weeks Ended		39 Weeks Ended	
	October 31, 2015	November 1, 2014	October 31, 2015	November 1, 2014
Weighted-average number of shares - basic	406	432	415	439
Common stock equivalents	2	5	2	5
Weighted-average number of shares - diluted	408	437	417	444

The above computations of weighted-average number of shares – diluted exclude 4 million and 2 million shares related to stock options and other stock awards for the thirteen weeks ended October 31, 2015 and November 1, 2014, respectively, and 3 million and 1 million shares related to stock options and other stock awards for the thirty-nine weeks ended October 31, 2015 and November 1, 2014, respectively, as their inclusion would have an anti-dilutive effect on earnings per share.

#### Note 11. Commitments and Contingencies

We are a party to a variety of contractual agreements under which we may be obligated to indemnify the other party for certain matters. These contracts primarily relate to our commercial contracts, operating leases, trademarks, intellectual property, financial agreements, and various other agreements. Under these contracts, we may provide certain routine indemnifications relating to representations and warranties (e.g., ownership of assets, environmental or tax indemnifications) or personal injury matters. The terms of these indemnifications range in duration and may not be explicitly defined. Generally, the maximum obligation under such indemnifications is not explicitly stated, and as a result, the overall amount of these obligations cannot be reasonably estimated. Historically, we have not made significant payments for these indemnifications. We believe that if we were to incur a loss in any of these matters, the loss would not have a material effect on our Condensed Consolidated Financial Statements taken as a whole.

As a multinational company, we are subject to various proceedings, lawsuits, disputes, and claims (“Actions”) arising in the ordinary course of our business. Many of these Actions raise complex factual and legal issues and are subject to uncertainties. As of October 31, 2015, Actions filed against us included commercial, intellectual property, customer, employment, and data privacy claims, including class action lawsuits. The plaintiffs in some Actions seek unspecified damages or injunctive relief, or both. Actions are in various procedural stages and some are covered in part by insurance. As of October 31, 2015, January 31, 2015, and November 1, 2014, we recorded a liability for an estimated loss if the outcome of an Action is expected to result in a loss that is considered probable and reasonably estimable. The liability recorded as of October 31, 2015, January 31, 2015, and November 1, 2014 was not material for any

individual Action or in total. Subsequent to October 31, 2015 and through the filing date of this Quarterly Report on Form 10-Q, no information has become available that indicates a change is required that would be material to our Condensed Consolidated Financial Statements taken as a whole.

We cannot predict with assurance the outcome of Actions brought against us. Accordingly, developments, settlements, or resolutions may occur and impact income in the quarter of such development, settlement, or resolution. However, we do not believe that the outcome of any current Action would have a material effect on our Condensed Consolidated Financial Statements taken as a whole.

Note 12. Segment Information

The Gap, Inc. is a global retailer that sells apparel, accessories, and personal care products under the Gap, Old Navy, Banana Republic, Athleta, and Intermix brands. We identify our operating segments according to how our business activities are managed and evaluated. As of October 31, 2015, our operating segments included Gap Global, Old Navy Global, Banana Republic Global, Athleta, and Intermix. The operating results for the thirty-nine weeks ended October 31, 2015 and the thirteen and thirty-nine weeks ended November 1, 2014 also include Piperlime, which was discontinued as of April 30, 2015. We have determined that each of our operating segments share similar economic and other qualitative characteristics, and therefore the results of our operating segments are aggregated into one reportable segment as of October 31, 2015.

Net sales by brand and region are as follows:

(\$ in millions)

13 Weeks Ended October 31, 2015	Gap Global	Old Navy Global	Banana Republic Global	Other (2)	Total	Percentage of Net Sales	
U.S. (1)	\$838	\$1,449	\$520	\$159	\$2,966	77	%
Canada	94	118	56	—	268	7	
Europe	182	—					