

AMERICAN EAGLE OUTFITTERS INC  
Form 8-K  
July 27, 2012

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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)

July 25, 2012

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AMERICAN EAGLE OUTFITTERS, INC.

(Exact name of registrant as specified in its charter)

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Delaware  
(State of incorporation)

1-33338  
(Commission File Number)

13-2721761  
(IRS Employer Identification No.)

77 Hot Metal Street  
Pittsburgh, Pennsylvania  
(Address of principal executive offices)

15203-2329  
(Zip Code)

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**(412) 432-3300**

**(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**

Effective July 25, 2012, American Eagle Outfitters, Inc. (the "Company") entered into a Change in Control Agreement (the "Agreement") with Mary M. Boland, the Company's Chief Financial and Administrative Officer. The Agreement contains double-trigger change in control provisions. If Ms. Boland resigns for Good Reason or is terminated by the Company other than for Cause, Disability or as a result of her death during the 18-month period following a Change in Control (as such terms are defined in the Agreement), she will, among other things receive: (1) a severance amount equal to 1.5 times her Annual Compensation (as such term is defined in the Agreement); (2) a bonus amount equal to the amount of her then current annual incentive cash bonus at target prorated based on the portion of the Company's fiscal year elapsed at the time of the Change in Control; and (3) coverage under the Company's group health insurance for the 12-month period following termination. The Agreement also contains certain confidentiality, non-solicitation and non-disparagement provisions. Prior to receipt of any such payments, Ms. Boland is required to execute a general release of the Company in the form attached to the Agreement.

The foregoing description of the Agreement is qualified in its entirety by reference to the Agreement, which is filed with this Current Report on Form 8-K as Exhibit 10.1 and is incorporated herein by reference.

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

The information contained in Item 1.01 above is herein incorporated by reference.

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**ITEM 9.01. Financial Statements and Exhibits** (d) Exhibits Exhibit No. Description 10.1 Change in Control Agreement between the Company and Mary M. Boland dated July 25, 2012

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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.

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**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
10.1	Change in Control Agreement between the Company and Mary M. Boland dated July 25, 2012

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