

GAP INC
Form SC 13D/A
November 23, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 13)**

The Gap, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

364760-10-8

(CUSIP Number)

Jane A. Spray Pisces, Inc. One Maritime Plaza, 14th Floor San Francisco, California 94111 (415) 288-0540	with copies to: Douglas D. Smith, Esq. Gibson, Dunn & Crutcher LLP 555 Mission Street San Francisco, CA 94105 (415) 393-8200
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(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

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November 18, 2011

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)

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CUSIP No. 364760-10-8

1	Name of Reporting Person I.R.S. Identification No. of Above Person Fisher Core Holdings L.P.
2	Check the Appropriate Box if a Member of a Group* (a) ☒ x (b) ☐ o
3	SEC Use Only
4	Source of Funds* OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐ o
6	Citizenship or Place of Organization Delaware
	7 Sole Voting Power 0
Number of Shares Beneficially Owned by Each Reporting Person With	8 Shared Voting Power 81,000,000
	9 Sole Dispositive Power 0
	10 Shared Dispositive Power 81,000,000
11	Aggregate Amount Beneficially Owned by Each Reporting Person 81,000,000
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☐ o
13	Percent of Class Represented by Amount in Row (11) 16.6%
14	Type of Reporting Person* PN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

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CUSIP No. 364760-10-8

1	Name of Reporting Person I.R.S. Identification No. of Above Person Robert J. Fisher	
2	Check the Appropriate Box if a Member of a Group* (a) x (b) o	
3	SEC Use Only	
4	Source of Funds* OO	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o	
6	Citizenship or Place of Organization United States	
Number of Shares Beneficially Owned by Each Reporting Person With	7	Sole Voting Power 7,881,017
	8	Shared Voting Power 101,322,691(1)
	9	Sole Dispositive Power 7,881,017
	10	Shared Dispositive Power 101,322,691(1)
11	Aggregate Amount Beneficially Owned by Each Reporting Person 109,203,708(1)	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* o	
13	Percent of Class Represented by Amount in Row (11) 22.3%	
14	Type of Reporting Person* IN	

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CUSIP No. 364760-10-8

1	Name of Reporting Person I.R.S. Identification No. of Above Person William S. Fisher
2	Check the Appropriate Box if a Member of a Group* (a) ☒ x (b) ☐ o
3	SEC Use Only
4	Source of Funds* OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐ o
6	Citizenship or Place of Organization United States
	7 Sole Voting Power 8,872,813
Number of Shares Beneficially Owned by Each Reporting Person With	8 Shared Voting Power 99,308,716(1)
	9 Sole Dispositive Power 8,872,813
	10 Shared Dispositive Power 99,308,716(1)
11	Aggregate Amount Beneficially Owned by Each Reporting Person 108,181,529(1)
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☐ o
13	Percent of Class Represented by Amount in Row (11) 22.1%
14	Type of Reporting Person* IN

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CUSIP No. 364760-10-8

1	Name of Reporting Person I.R.S. Identification No. of Above Person John J. Fisher
2	Check the Appropriate Box if a Member of a Group* (a) ☒ x (b) ☐ o
3	SEC Use Only
4	Source of Funds* OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐ o
6	Citizenship or Place of Organization United States
	7 Sole Voting Power 20,800,098
Number of Shares Beneficially Owned by Each Reporting Person With	8 Shared Voting Power 98,662,714(1)
	9 Sole Dispositive Power 20,800,098
	10 Shared Dispositive Power 98,662,714(1)
11	Aggregate Amount Beneficially Owned by Each Reporting Person 119,462,812(1)
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☐ o
13	Percent of Class Represented by Amount in Row (11) 24.4%
14	Type of Reporting Person* IN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

(1) This includes 81,000,000 shares held by Fisher Core Holdings L.P. over which Robert J. Fisher, William S. Fisher and John J. Fisher, as general partners thereof, share dispositive and voting power. The numbers and shares shown on the preceding pages and in Item 5 below also reflect multiple counting of certain shares since beneficial ownership of those shares is attributable to more than one Reporting Person by Rule 13d-3 under the Securities Exchange Act of 1934 (the "Act"), as further described in Item 5 below.

Item 1. Security and Issuer

This statement on Schedule 13D (this "Statement") relates to Common Stock, par value \$0.05 per share (the "Common Stock"), of The Gap, Inc., a Delaware corporation (the "Issuer"). The address of the principal executive office of the Issuer is: Two Folsom Street, San Francisco, CA 94105.

This Statement amends the prior statement on Schedule 13D filed by Fisher Core Holdings L.P., a Delaware limited partnership, Robert J. Fisher, William S. Fisher and John J. Fisher (each, with the trusts for which such individual is a trustee and partnerships for which such individual is the beneficial owner with voting and dispositive control, a "Reporting Person" and, collectively, the "Reporting Persons") with the Securities and Exchange Commission on August 6, 2004, and amended on March 16, 2006, January 29, 2007, August 22, 2007, March 4, 2008, October 1, 2008, March 20, 2009, November 27, 2009, April 2, 2010, November 26, 2010, February 25, 2011, June 20, 2011 and September 20, 2011 (as amended, the "Schedule 13D"). The information in this Statement amends and restates each Item of the Schedule 13D.

Item 2. Identity and Background

a) The non-partnership Reporting Persons are parties to a Limited Partnership Agreement (as amended, the "LP Agreement"), dated August 4, 2004 forming Fisher Core Holdings L.P. Pursuant to the LP Agreement, Robert J. Fisher, William S. Fisher and John J. Fisher, either individually or through trusts or partnerships, are the general partners and limited partners of Fisher Core Holdings L.P. The LP Agreement provides that any decisions on voting and/or disposition of the shares of Common Stock of the Issuer held by Fisher Core Holdings L.P. will require a majority vote of the general partners. Limited partners have no voting or dispositive control over any shares held by Fisher Core Holdings L.P. All references to the LP Agreement are qualified in their entirety by reference to the LP Agreement and amendment included as Exhibits 1 and 4 to this Statement, each of which is incorporated by reference herein.

As general partners of Fisher Core Holdings L.P., the Reporting Persons may be deemed to beneficially own the shares of Common Stock of the Issuer beneficially owned by Fisher Core Holdings L.P. Accordingly, the Reporting Persons may be deemed to constitute a "group" under Section 13(d) of the Act, with respect to their beneficial ownership of the shares of Common Stock of the Issuer. However, the Reporting Persons expressly declare that the filing of this Statement is not an admission that any Reporting Person, for purposes of Section 13(d) of the Act or otherwise, is the beneficial owner of the shares of Common Stock of the Issuer held by other members of the group, except as reported in this Schedule 13D.

b) The address of the principal business office for each of the Reporting Persons is c/o Pisces, Inc., One Maritime Plaza, Suite 1400, San Francisco, CA 94111.

c) (1) Robert J. Fisher is a managing director of Pisces, Inc., which is a family management company, and a member of the Board of Directors of the Issuer, which is a global specialty retailer offering clothing, accessories, and personal care products for men, women, children, and babies under the Gap, Old Navy, Banana Republic, Piperlime, and Athleta brands. The business address of Pisces, Inc. is One Maritime Plaza, Suite 1400, San Francisco, CA 94111. The business address of the Issuer is Two Folsom Street, San Francisco, CA 94105.

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(2) John J. Fisher is principally employed as President of Pisces, Inc., which is a family management company. The business address of Pisces, Inc. is One Maritime Plaza, Suite 1400, San Francisco, CA 94111.

(3) William S. Fisher is a managing director of Manzanita Capital Ltd., a private equity investment firm, and a member of the Board of Directors of the Issuer, which is a global specialty retailer offering clothing, accessories, and personal care products for men, women, children, and babies under the Gap, Old Navy, Banana Republic, Piperlime, and Athleta brands. The business address of Manzanita Capital Ltd. is Victory House, 99-101 Regent Street, London W1B 4EZ. The business address of the Issuer is Two Folsom Street, San Francisco, CA 94105.

(4) Fisher Core Holdings L.P. is a limited partnership formed for the purpose of holding, managing and voting the shares of Common Stock of the Issuer as directed by its general partners.

d) & e) During the last five years, the Reporting Persons (i) have not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) have not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

f) The following Reporting Persons are citizens of the United States: Robert J. Fisher, William S. Fisher and John J. Fisher. Fisher Core Holdings L.P. is a Delaware limited partnership.

Item 3. Source and Amount of Funds or Other Consideration

The Reporting Persons are deemed to beneficially own certain shares of Common Stock of the Issuer as reflected in this Statement, including shares also beneficially owned by other Reporting Persons, as general partners of Fisher Core Holdings L.P. No consideration was used to acquire beneficial ownership of the shares of Common Stock of the Issuer which the Reporting Persons are deemed to have acquired beneficial ownership of as a result of having entered into the LP Agreement.

In addition to the shares that the Reporting Persons are deemed to have acquired beneficial ownership of through the LP Agreement, Robert J. Fisher, William S. Fisher and John J. Fisher also acquired shares of Common Stock of the Issuer prior to the registration of such shares under the Act or by gift. Robert J. Fisher and William S. Fisher have also and may in the future acquire shares of Common Stock of the Issuer upon the exercise of options or upon release of stock units and settlement of their related dividend equivalent rights. All shares acquired upon option exercises are acquired with personal funds.

Item 4. Purpose of Transaction

This Statement is being filed to update the share ownership and percentage of ownership information with respect to each Reporting Person.

The Reporting Persons review their respective investments in the Issuer on a continuing basis and may, at any time, consistent with the obligations of the Reporting Persons under the federal securities laws, determine to increase or decrease their respective ownership of shares of the Issuer's Common Stock through purchases or sales of such Common Stock of the Issuer in the open market, in privately negotiated transactions or by gift or other transfers as circumstances dictate. From time to time, the Reporting Persons have transferred shares to various entities controlled by them, disposed of certain shares to third parties by gift and sold shares of Issuer Common Stock in the open market and in privately negotiated transactions, and the Reporting Persons may do so in the future. The review of their respective investments in the Issuer by the Reporting Persons will depend on various factors, including the Issuer's business prospects, other developments concerning the Issuer, alternative investment opportunities, general economic conditions, money and stock market conditions, and any other facts and circumstances which may become known to the Reporting Persons regarding their respective investments in the Issuer. At the time of filing this Statement, the Reporting Persons have no plans to purchase additional shares of Common Stock of the Issuer in the open market or in privately negotiated transactions but may engage in such transactions in the future.

At the time of the filing of this Statement, except as disclosed in this Statement, the Reporting Persons have no present plans or proposals in their capacity as stockholders which relate to or would result in (i) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries, (ii) a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries, (iii) any change in the board of directors or management of the Issuer or any of its subsidiaries, (iv) any material change in the present capitalization or dividend policy of the Issuer, (v) any other material change in the Issuer's business or corporate structure; (vi) changes in

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the Issuer's charter or bylaws or other actions which may impede the acquisition of control of the Issuer by any person, (vii) causing a class of securities of the Issuer to be delisted from a national securities exchange or cease to be quoted in an inter-dealer quotation system of a registered national securities association, (viii) a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act or (ix) any action similar to any of those described above. However, because Robert J. Fisher and William S. Fisher are members of the Board of Directors of the Issuer, the Reporting Persons may, from time to time, be involved in discussions which relate to one or more of the matters described in this Item 4. Each of the Reporting Persons disclaim any obligation to report on any plans or proposals with respect to the matters described in this Item 4 that develop or occur as a result of any Reporting Person's role as a director of the Issuer and participation in decisions regarding the Issuer's actions.

Item 5. Interest in Securities of the Issuer

a) The Reporting Persons beneficially own the number of shares of Common Stock of the Issuer listed below, representing approximately the percentage of shares of Common Stock of the Issuer outstanding as of October 29, 2011. There were approximately 488,920,040 shares of Common Stock of the Issuer outstanding as of October 29, 2011.

	Shares*	Percentage of Total Outstanding
Fisher Core Holdings L.P.	81,000,000(1)	16.6%
Robert J. Fisher	109,203,708(2)	22.3%
William S. Fisher	108,181,529(3)	22.1%
John J. Fisher	119,462,812(4)	24.4%

(1) Fisher Core Holdings L.P. holds 81,000,000 shares of the Issuer's Common Stock over which Robert J. Fisher, William S. Fisher and John J. Fisher, as general partners, share dispositive and voting power. Robert J. Fisher, William S. Fisher and John J. Fisher each disclaims individual beneficial ownership of the shares held by Fisher Core Holdings L.P., except to the extent of each person's actual ownership interest in Fisher Core Holdings L.P.

(2) Robert J. Fisher's beneficial ownership includes (a) 11,250 shares which may be acquired upon exercise of options within the next 60 days over which the Reporting Person has sole dispositive and voting power, (b) 30,764 shares to be issued upon settlement of stock units (and related dividend equivalent rights) which are subject to a three-year deferral period but would be issued immediately upon the resignation or retirement of the Reporting Person over which the Reporting Person has sole dispositive and voting power, (c) 17,657,263 shares beneficially owned through trusts* of which the Reporting Person is co-trustee with another Reporting Person and over which the Reporting Person has shared dispositive and voting power, (d) 2,665,428 shares owned as community property with his spouse over which the Reporting Person has shared dispositive and voting power, (e) 15,000 shares beneficially owned through limited partnerships over which the Reporting Person has sole dispositive and voting power, and (f) 81,000,000 shares owned by Fisher Core Holdings L.P. as discussed in (1) above. In addition to the shares identified in the Table above, Robert J. Fisher's spouse separately owns 121,855 shares over which Mr. Fisher has no voting or dispositive control.

(3) William S. Fisher's beneficial ownership includes (a) 14,925 shares to be issued upon settlement of stock units which are subject to a three-year deferral period but would be issued immediately upon the resignation or retirement of the Reporting Person over which the Reporting Person has sole dispositive and voting power, (b) 367,014 shares beneficially owned through a trust for his benefit over which the Reporting Person has sole dispositive and voting power, (c) 17,661,007 shares beneficially owned through other trusts* of which the Reporting Person is co-trustee with another Reporting Person and over which the Reporting Person has shared dispositive and voting power, (d) 338,428 shares beneficially owned through trusts of which the Reporting Person is trustee and over which the Reporting Person has sole dispositive and voting power, (e) 639,196 shares owned as community property with his spouse over which the Reporting Person has shared dispositive and voting power, (f) 8,513 shares beneficially owned and held in a 401(k) account over which the Reporting Person has shared dispositive and voting power, (g) 15,000 shares beneficially owned through limited partnerships over which the Reporting Person has sole dispositive and voting power, and (h) 81,000,000 shares owned by Fisher Core Holdings L.P. as discussed in (1) above. In addition to the shares identified in the Table above, William S. Fisher's spouse separately owns 160,659 shares over which Mr. Fisher has no voting or dispositive control.

(4) John J. Fisher's beneficial ownership includes (a) 442,014 shares beneficially owned through a trust for his benefit over which the Reporting Person has sole dispositive and voting power, (b) 17,662,714 shares beneficially owned through other trusts* of which the Reporting Person is

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co-trustee with another Reporting Person and over which the Reporting Person has shared dispositive and voting power, (c) 4,390,672 shares beneficially owned through trusts of which the Reporting Person is trustee and over which the Reporting Person has sole dispositive and voting power, (d) 20,000 shares beneficially owned through limited partnerships over which the Reporting Person has sole dispositive and voting power, and (e) 81,000,000 shares owned by Fisher Core Holdings L.P. as discussed in (1) above. In addition to the shares identified in the Table above, John J. Fisher's spouse separately owns 40,450 shares over which Mr. Fisher has no voting or dispositive control.

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* The 17,657,263 shares held by Robert J. Fisher as trustee of trusts for other beneficiaries in (2)(c) above, the 17,661,007 shares by William S. Fisher as trustee of trusts for other beneficiaries in (3)(c) above, and the 17,662,714 shares held by John J. Fisher as trustee of trusts for other beneficiaries in (4)(b) above actually represent an aggregate 26,490,492 shares of the Issuer's outstanding Common Stock as a result of shared voting and dispositive power.

The Reporting Persons only agreed to act together with respect to Common Stock of the Issuer held by Fisher Core Holdings, L.P. as a result of entering into the LP Agreement. The filing of this Statement by the Reporting Persons is not an admission that any Reporting Person, for purposes of Section 13(d) of the Act, is the beneficial owner of any shares of Common Stock of the Issuer included in this Statement in which such Reporting Person does not have any ownership and economic interest.

b) As of the date of this Statement, the Reporting Persons have the sole power to vote and sole dispositive power over the number of shares of the Common Stock of the Issuer listed below, which represents approximately the listed percentage of the total outstanding shares of Common Stock of the Issuer based upon the number of shares outstanding as of October 29, 2011. As of the date of this Statement, pursuant to the LP Agreement and other arrangements described above, the Reporting Persons have shared power to vote and shared dispositive power over the number of shares of the Issuer's Common Stock listed below, which represents approximately the listed percentage of the outstanding shares of Common Stock of the Issuer based upon the number of shares outstanding as of October 29, 2011 reported by the Issuer.

	Sole Power Shares	Percentage of Total Outstanding
Fisher Core Holdings L.P.	0(1)	0.0%
Robert J. Fisher	7,881,017(2)	1.6%
William S. Fisher	8,872,813(3)	1.8%
John J. Fisher	20,800,098(4)	4.3%

	Shared Power Shares*	Percentage of Total Outstanding
Fisher Core Holdings L.P.	81,000,000(1)	16.6%
Robert J. Fisher	101,322,691(2)	20.7%
William S. Fisher	99,308,716(3)	20.3%
John J. Fisher	98,662,714(4)	20.2%

c) Other than the transactions reported immediately below, the Reporting Persons have not effected any transactions involving shares of Common Stock of the Issuer during the past 60 days.

On September 30, 2011, Robert J. Fisher exercised an option to purchase 12,000 shares of Common Stock with an exercise price of \$12.86 per share.

On November 22, 2011, William S. Fisher disposed of 100,000 shares of Common Stock by gift.

d) Other persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, certain of the shares of the Issuer's Common Stock of the Issuer that are beneficially owned by the Reporting Persons. Specifically but without limitation, limited partners do not have voting or dispositive power over the shares of Common Stock of the Issuer held by Fisher Core Holdings L.P. but have the right to receive distributions relating to their limited partnership interests in Fisher Core Holdings L.P.

e) Not Applicable

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

As non-employee directors of the Issuer, Messrs. Robert and William Fisher are entitled to certain equity compensation arrangements generally applicable to the Issuer's non-employee directors as disclosed in the Issuer's Proxy Statements on Schedule 14A filed with the SEC.

Robert J. Fisher holds options to purchase 11,250 shares of Common Stock awarded to him as a director of the Issuer subject to option agreements, the form of which have been filed with the SEC by the Issuer. In addition, Mr. Robert Fisher holds stock units and related dividend equivalent rights with respect to 30,764 shares of Common Stock awarded to him as a director of the Issuer, subject to stock unit agreements, the forms of which have been filed with the SEC by the Issuer.

William S. Fisher holds stock units and related dividend equivalent rights for 14,925 shares of Common Stock awarded to him as a director of the Issuer subject to stock unit agreements, the forms of which have been filed with the SEC by the Issuer.

The Reporting Persons are parties to the LP Agreement to form Fisher Core Holdings L.P. All references to the LP Agreement are qualified in their entirety by reference to the LP Agreement and amendment included as Exhibits 1 and 4, respectively, to the Schedule 13D, which are incorporated by reference herein.

Other than as referenced in this Statement, including the trusts and partnerships reflected in the Reporting Persons' beneficial ownership, and the Joint Filing Agreement, there are as of the date of this Statement, no contracts, arrangements, understandings or relationships (legal or otherwise) between the Reporting Persons and any person, to which a Reporting Person is a party, with respect to any securities of the Issuer beneficially owned by such Reporting Person, including, but not limited to, transfer or voting of any of the securities of the Issuer, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss or the giving or withholding of proxies, or a pledge or contingency the occurrence of which would give another person voting power or investment power over the Common Stock of the Issuer to the best knowledge of the Reporting Persons.

Item 7. Material to be Filed as Exhibits

Exhibit 1 Fisher Core Holdings L.P. Limited Partnership Agreement, dated August 4, 2004 (incorporated by reference to Exhibit 1 to the Reporting Persons' Schedule 13D filed on August 6, 2004).

Exhibit 2 Joint Filing Agreement by and among Robert J. Fisher, William S. Fisher, John J. Fisher and Fisher Core Holdings L.P., dated August 5, 2004 (incorporated by reference to Exhibit 2 to the Reporting Persons' Schedule 13D filed on August 6, 2004).

Exhibit 3 Power of Attorney, dated August 5, 2004 (incorporated by reference to Exhibit 3 to the Reporting Persons' Schedule 13D filed on August 6, 2004).

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Power of Attorney, dated December 15, 1998 (incorporated by reference to Exhibit 3 to the Reporting Persons' Schedule 13D filed on August 6, 2004).

Exhibit 4 - Amendment to Limited Partnership Agreement of Fisher Core Holdings L.P., dated March 20, 2009 (incorporated by reference to Exhibit 12 to the Reporting Persons' Schedule 13D/A filed on March 20, 2009).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated:	November 23, 2011	Fisher Core Holdings L.P.	 */s/ Jane Spray For: Fisher Core Holdings L.P.
Dated:	November 23, 2011	By:	*/s/ Jane Spray Robert J. Fisher
Dated:	November 23, 2011	By:	*/s/ Jane Spray William S. Fisher
Dated:	November 23, 2011	By:	*/s/ Jane Spray John J. Fisher

* This Schedule 13D/A was executed by Jane Spray as Attorney-in-Fact for Fisher Core Holdings L.P., Robert J. Fisher, William S. Fisher and John J. Fisher pursuant to the Powers of Attorney granted thereby as previously filed with the Reporting Persons Schedule 13D filed with the SEC on August 6, 2004.
