

GAP INC  
Form 8-K  
January 07, 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)**

**January 6, 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.)**

**Two Folsom Street**

**94105**

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**San Francisco, California**  
(Address of principal executive offices)

(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 January 6, 2005, The Gap, Inc. (the Company) suspended the use of the Nonemployee Director Deferred Compensation Plan (the Plan) and any further deferrals or grants of stock options under the Plan.

**Item 1.02. Termination of a Material Definitive Agreement**

On January 6, 2005, the Company suspended the use of the Plan and any further deferrals or grants of stock options under the Plan.

**Item 9.01. Financial Statements and Exhibits**

10.1 Nonemployee Director Deferred Compensation Plan Suspension of Plan Effective January 6, 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: January 7, 2005

By: /s/ Eva Sage-Gavin

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Eva Sage-Gavin  
Executive Vice President, Human Resources

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
10.1	Nonemployee Director Deferred Compensation Plan Suspension of Plan effective January 6, 2005