

AMERICAN EAGLE OUTFITTERS INC  
Form 8-K  
March 09, 2011

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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)

March 9, 2011

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

On March 9, 2011, American Eagle Outfitters, Inc. (the "Company") announced that James V. O'Donnell, the Company's Chief Executive Officer, informed the Board of Directors (the "Board") of his intention to retire. The Company has initiated a succession process to be jointly led by Mr. O'Donnell and the Board. Mr. O'Donnell will continue with the Company as Chief Executive Officer until a successor is named and through an orderly transition period.

**ITEM 7.01. Regulation FD Disclosure**

On March 9, 2011, the Company issued a press release regarding Mr. O'Donnell's retirement from the Company. A copy of this press release is attached hereto as Exhibit 99.1.

**ITEM 9.01. Financial Statements and Exhibits**

10.1\* Press Release dated March 9, 2011 regarding Mr. O'Donnell's retirement from the Company

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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**

<b>Exhibit Number</b>	<b>Description</b>
10.1*	Press Release dated March 9, 2011 regarding Mr. O'Donnell's retirement from the Company

\* Such Exhibit is being "furnished" (not filed) pursuant to Item 7.01 of the Current Report on Form 8-K.

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