Curran Shawn Form 3/A October 13, 2017

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

**OMB APPROVAL** 

**OMB** Number:

3235-0104

0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

Estimated average burden hours per

response...

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Curran Shawn

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

10/11/2017

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

GAP INC [GPS]

TWO FOLSOM STREET

Person(s) to Issuer

4. Relationship of Reporting

5. If Amendment, Date Original

Filed(Month/Day/Year)

10/12/2017

(Check all applicable) (Street)

> Director \_X\_\_ Officer

10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting

Form filed by More than One EVP, Glob Sup Chain & Prod Ops

Reporting Person

4. Nature of Indirect Beneficial

## **SAN** FRANCISCO. CAÂ 94105

(City) (State)

(Instr. 4)

1. Title of Security

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

Table I - Non-Derivative Securities Beneficially Owned

Ownership (Instr. 5)

Direct (D) or Indirect (I)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1473 (7-02)

(Instr. 5)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

4. Conversion or Exercise

Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable

Expiration Date

Amount or Title Number of Shares

Derivative Security: Direct (D) Security or Indirect (I)

(Instr. 5)

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Restricted Stock Units  $\hat{A} \stackrel{(1)}{=} \hat{A} \stackrel{(2)}{=} \frac{Common}{Stock} 33,502 \stackrel{(3)}{=} \$ 0 \stackrel{(4)}{=} D \hat{A}$ 

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Curran Shawn

TWO FOLSOM STREET Â Â Â EVP, Glob Sup Chain & Prod Ops Â

SAN FRANCISCO, CAÂ 94105

# **Signatures**

JoAnne Zinman, Power of Attorney For: Shawn
Curran

\*\*Signature of Reporting Person Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
  - Represents five grants of Restricted Stock Units (RSUs). The RSU grants vest as follows: 4,000 shares vest on March 14, 2018; 3,979
- (1) shares vest on March 16, 2018; 10,761 shares vest on March 13, 2019; 4,000 shares vest on March 14, 2019; and 10,762 shares vest on March 13, 2020.
- (2) Not applicable
- (3) This amendment is being filed to correct the number of Restricted Stock Units previously reported as of October 11, 2017 and the corresponding vesting dates footnote.
- (4) Each Restricted Stock Unit represents a contingent right to receive one share of Gap, Inc. Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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