

AMERICAN EAGLE OUTFITTERS INC

Form 8-K

September 13, 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)

September 11, 2012

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AMERICAN EAGLE OUTFITTERS, INC.

(Exact name of registrant as specified in its charter)

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Delaware

1-33338

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**13-2721761**

**(State of incorporation)**

**(Commission File Number)**

**(IRS Employer Identification No.)**

**77 Hot Metal Street  
Pittsburgh, Pennsylvania**

**15203-2329  
(Address of principal executive offices)**

**(Zip Code)**

**(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.** On September 11, 2012, the Board of Directors of American Eagle Outfitters, Inc. (the "Company") approved an increase in the quarterly stock grant for non-employee directors of a number of shares equal in value from \$30,000 to \$33,750 based on the closing sale price of the Company's stock on the first day of each calendar quarter. All other components of non-employee director compensation remain unchanged.

**ITEM 8.01. Other Events.** On September 12, 2012, the Company issued a press release announcing that its Board of Directors declared a \$1.50 per share special cash dividend and a regular quarterly cash dividend of \$0.11 per share. As such, a cash dividend of \$1.61 per share will be payable on October 10, 2012 to stockholders of record at the close of business on September 26, 2012. A copy of the press release is attached hereto as Exhibit 99.1.

**ITEM 9.01. Financial Statements and Exhibits** (d) Exhibits      Exhibit No.   Description 99.1   Press Release dated September 12, 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.

AMERICAN EAGLE OUTFITTERS, INC.      (Registrant) Date: September 12, 2012      By:

/s/ Cornelius Bulman, Jr.

Cornelius Bulman, Jr.

Vice President, General Counsel and Secretary

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EXHIBIT INDEX

**Exhibit  
Number**

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**Description**

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99.1      Press Release dated September 12, 2012

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