

EXPRESS, INC.  
Form 8-K  
June 09, 2016

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 8, 2016

EXPRESS, INC.  
(Exact name of registrant as specified in its charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Delaware  | 001-34742                   | 26-2828128                           |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

1  
Express  
Dri48230  
Columbus,  
Ohio  
(Address  
of  
prin(Zip Code)  
executive  
offices)  
(614) 474-4001  
(Registrant's telephone number, including area code)  
Not Applicable  
(Former name or former address, if changed since last report.)

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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o 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.

As previously referenced in the Definitive Proxy Statement filed by Express, Inc. (the “Company”) with the Securities and Exchange Commission on May 5, 2016, Michael Weiss, Chairman of the Company’s Board of Directors (the “Board”) and a Class III director, retired from the Board at the Company’s Annual Meeting of Stockholders held on June 8, 2016. Mr. Weiss’ retirement coincides with the end of his three-year term as a Class III director and is not due to any dispute or disagreement with the Company on any matter relating to the Company’s operations, policies, or practices.

Mylle Mangum, a Class II director who has been serving as independent Lead Director of the Board since 2011, was appointed to succeed Mr. Weiss as Chairman, effective upon his retirement.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 8, 2016, the Company held its Annual Meeting of Stockholders. Set forth below are the voting results for each of the matters submitted to a vote of the stockholders.

|   | Votes For  | Votes Against | Abstentions | Broker<br>Non-Votes |
|---|------------|---------------|-------------|---------------------|
| 1. Election of Class III<br>Director:<br>Theo Killion   | 62,661,750 | 327,627       | 49,416      | 5,772,112           |
|   | Votes For  | Votes Against | Abstentions | Broker<br>Non-Votes |
| 2. Advisory Vote to<br>Approve Executive<br>Compensation<br>(Say-on-Pay):   | 60,421,757 | 1,958,714     | 658,322     | 5,772,112           |
|   | Votes For  | Votes Against | Abstentions |                     |
| 3. Ratification of<br>PricewaterhouseCoopers<br>LLP as Express, Inc.'s<br>Independent Registered<br>Public Accounting Firm<br>for 2016: | 68,641,963 | 122,904       | 46,038      |                     |

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.

EXPRESS, INC.

Date: June 9, 2016 By/s/ Lacey J. Bundy

Lacey J. Bundy

Senior Vice President, General Counsel and Secretary