

AMERICAN EAGLE OUTFITTERS INC

Form 8-K

September 28, 2010

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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 28, 2010

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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 1.02. Termination of a Material Definitive Agreement.**

On September 28, 2010, LeAnn Nealz resigned as Executive Vice President and Chief Design Officer of American Eagle Outfitters, Inc. (the "Company"). Her responsibilities as Chief Design Officer will be assumed by Roger Markfield, Vice Chairman and Executive Creative Director. Ms. Nealz's resignation terminates the employment agreement dated March 31, 2004 between the Company and Ms. Nealz. Ms. Nealz's employment agreement was previously filed on September 3, 2004 as Exhibit 10.12 to the Company's Form 10-Q for the period ended July 31, 2004. Her resignation also terminates the change in control agreement dated April 21, 2010 between the Company and Ms. Nealz (the "CIC Agreement"). A form of the CIC Agreement was previously filed on April 26, 2010 as Exhibit 10.1 to the Company's Form 8-K dated April 21, 2010.

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

The information in Item 1.02 above is incorporated herein by reference.

**ITEM 7.01. Regulation FD Disclosure.**

The information in Item 1.02 above is incorporated herein by reference. The information in this Item 7.01 of Form 8-K shall not be deemed to be "filed" for the purposes of Section 18 of the Securities and Exchange Act of 1934 (the "Exchange Act"), or otherwise subject to the liability of such section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, regardless of the general incorporation language of such filing, except as shall be expressly set forth by specific reference in such filing.

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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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