

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K

(Mark One)

- Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended February 3, 2018
- Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from _____ to _____

Commission File Number 1-7562

THE GAP, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State of Incorporation)

94-1697231

(I.R.S. Employer Identification No.)

Two Folsom Street, San Francisco, California

(Address of principal executive offices)

94105

(Zip code)

Registrant's telephone number, including area code: **(415) 427-0100**

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, \$0.05 par value

(Title of class)

The New York Stock Exchange

(Name of exchange where registered)

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant as of July 28, 2017 was approximately \$5 billion based upon the last price reported for such date in the NYSE-Composite transactions.

The number of shares of the registrant's common stock outstanding as of March 14, 2018 was 389,318,839.

Documents Incorporated by Reference

Portions of the registrant's Proxy Statement for the Annual Meeting of Shareholders to be held on May 22, 2018 (hereinafter referred to as the "2018 Proxy Statement") are incorporated into Part III.

Special Note on Forward-Looking Statements

This Annual Report on Form 10-K contains forward-looking statements within the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. All statements other than those that are purely historical are forward-looking statements. Words such as “expect,” “anticipate,” “believe,” “estimate,” “intend,” “plan,” “project,” and similar expressions also identify forward-looking statements. Forward-looking statements include, but are not limited to, statements regarding the following:

- investing in the business, including in digital and customer capabilities to support growth, while maintaining operating expense discipline and driving efficiency through our productivity initiative;
- integrating social and environmental sustainability into business practices;
- attracting and retaining great talent in our businesses and functions;
- transforming our product to market process to more fully leverage our scale;
- continuing our investment in customer experience to drive higher customer engagement and loyalty;
- net store openings in fiscal 2018;
- the impact of the 52-week fiscal year in fiscal 2018 compared with the 53-week fiscal year in fiscal 2017;
- gross margins for our foreign subsidiaries, net of the impact from our merchandise hedge program, in fiscal 2018;
- current cash balances and cash flows being sufficient to support our business operations, including growth initiatives, planned capital expenditures, and repayment of debt;
- ability to supplement near-term liquidity, if necessary, with our \$500 million revolving credit facility or other available market instruments;
- the impact of the seasonality of our operations combined with the calendar shift of weeks in fiscal 2018 compared with fiscal 2017;
- dividend payments in fiscal 2018;
- the impact if actuals differ substantially from estimates and assumptions used in accounting calculations and policies;
- the impact of recent accounting pronouncements;
- the impact of the potential settlement of outstanding tax matters;
- unrealized gains and losses from designated cash flow hedges;
- recognition of unrecognized share-based compensation expense;
- the impact of the Tax Cuts and Jobs Act of 2017, including changes to provisional estimates;
- total gross unrecognized tax benefits;
- the impact of losses due to indemnification obligations;
- the outcome of proceedings, lawsuits, disputes, and claims; and
- the impact of changes in internal control over financial reporting.

Because these forward-looking statements involve risks and uncertainties, there are important factors that could cause our actual results to differ materially from those in the forward-looking statements. These factors include, without limitation, the following:

- the risk that we or our franchisees will be unsuccessful in gauging apparel trends and changing consumer preferences;
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- the highly competitive nature of our business in the United States and internationally;
 - the risk that failure to maintain, enhance and protect our brand image could have an adverse effect on our results of operations;
 - the risk that the failure to attract and retain key personnel, or effectively manage succession, could have an adverse impact on our results of operations;
 - the risk that our investments in customer, digital, and omni-channel shopping initiatives may not deliver the results we anticipate;
 - the risk that if we are unable to manage our inventory effectively, our gross margins will be adversely affected;
 - the risk that we are subject to data or other security breaches that may result in increased costs, violations of law, significant legal and financial exposure, and a loss of confidence in our security measures, which could have an adverse effect on our results of operations and our reputation;
 - the risk that a failure of, or updates or changes to, our information technology ("IT") systems may disrupt our operations;
 - the risk that trade matters could increase the cost or reduce the supply of apparel available to us and adversely affect our business, financial condition, and results of operations;
 - the risk that changes in the regulatory or administrative landscape could adversely affect our financial condition and results of operations;
 - the risks to our business, including our costs and supply chain, associated with global sourcing and manufacturing;
 - the risk that changes in global economic conditions or consumer spending patterns could adversely impact our results of operations;
 - the risks to our efforts to expand internationally, including our ability to operate in regions where we have less experience;
 - the risks to our reputation or operations associated with importing merchandise from foreign countries, including failure of our vendors to adhere to our Code of Vendor Conduct;
 - the risk that our franchisees' operation of franchise stores is not directly within our control and could impair the value of our brands;
 - the risk that we or our franchisees will be unsuccessful in identifying, negotiating, and securing new store locations and renewing, modifying, or terminating leases for existing store locations effectively;
 - the risk that foreign currency exchange rate fluctuations could adversely impact our financial results;
 - the risk that comparable sales and margins will experience fluctuations;
 - the risk that changes in our credit profile or deterioration in market conditions may limit our access to the capital markets and adversely impact our financial results or our business initiatives;
 - the risk that natural disasters, public health crises, political crises, negative global climate patterns, or other catastrophic events could adversely affect our operations and financial results, or those of our franchisees or vendors;
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- the risk that reductions in income and cash flow from our credit card arrangement related to our private label and co-branded credit cards could adversely affect our operating results and cash flows;
- the risk that the adoption of new accounting pronouncements will impact future results;
- the risk that we do not repurchase some or all of the shares we anticipate purchasing pursuant to our repurchase program; and
- the risk that we will not be successful in defending various proceedings, lawsuits, disputes, and claims.

Additional information regarding factors that could cause results to differ can be found in this Annual Report on Form 10-K and our other filings with the U.S. Securities and Exchange Commission ("SEC").

Future economic and industry trends that could potentially impact net sales and profitability are difficult to predict. These forward-looking statements are based on information as of March 20, 2018, and we assume no obligation to publicly update or revise our forward-looking statements even if experience or future changes make it clear that any projected results expressed or implied therein will not be realized.

THE GAP, INC.
2017 ANNUAL REPORT ON FORM 10-K
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Part I

Item 1. Business.

General

The Gap, Inc. (Gap Inc., the "Company," "we," and "our") was incorporated in the State of California in July 1969 and was reincorporated under the laws of the State of Delaware in May 1988.

Gap Inc. is a leading global apparel retail company. We offer apparel, accessories, and personal care products for men, women, and children under the Old Navy, Gap, Banana Republic, Athleta, and Intermix brands. Our portfolio of distinct brands across multiple channels and geographies, combined with our size and scale which allows for strategic and advantageous partnerships with our third-party vendors and suppliers throughout the organization, gives us a competitive advantage in the global retail marketplace.

Gap Inc. is an omni-channel retailer, with sales to customers both in stores and online, through Company-operated and franchise stores, websites, and third-party arrangements. Gap Inc. has Company-operated stores in the United States, Canada, the United Kingdom, France, Ireland, Japan, Italy, China, Hong Kong, Taiwan, and Mexico. We also have franchise agreements with unaffiliated franchisees to operate Old Navy, Gap, and Banana Republic stores throughout Asia, Europe, Latin America, the Middle East, and Africa. Under these agreements, third parties operate stores that sell apparel and related products under our brand names. Most of the products sold under our brand names are designed by us and manufactured by independent sources. We also sell products that are designed and manufactured by branded third parties, primarily at our Intermix brand.

Gap Inc. is a leader among apparel retailers in using omni-channel capabilities to bridge the digital world and physical stores, creating world-class shopping experiences regardless of where or how our customers shop. The Company's suite of omni-channel services, including order-in-store, reserve-in-store, find-in-store, and ship-from-store, as well as enhanced mobile experiences, are uniquely tailored across its portfolio of brands.

Old Navy. Old Navy is a global apparel and accessories brand that believes in the democracy of style, making high quality, must-have fashion essentials for the whole family, while delivering incredible value and fun, unique store experiences. Old Navy opened its first store in 1994 in the United States and since has expanded its international presence with Company-operated stores in Canada, China, and Mexico, as well as franchise stores in eight countries. Customers can purchase Old Navy products globally in Company-operated and franchise stores and online.

Gap. Gap is one of the world's most iconic apparel and accessories brands anchored in optimistic, casual, American style. Founded in San Francisco in 1969, the brand's collections continue to build the foundation of modern wardrobes - all things denim, tees, button-downs, and khakis, along with must-have trends.

Gap is designed to build the foundation of modern wardrobes through every stage of life with apparel and accessories for adult men and women under the Gap name, in addition to GapKids, babyGap, GapMaternity, GapBody, and GapFit collections. Beginning in 1987 with the opening of the first store outside North America in London, Gap continues to connect with customers around the world through specialty stores, online, and franchise stores. In addition, we bring the brand to value-conscious customers, with exclusively designed collections for Gap Outlet and Gap Factory stores and websites.

Banana Republic. Acquired with two stores in 1983 as a travel and adventure outfitter, Banana Republic is now a global apparel and accessories brand focused on delivering versatile, contemporary classics, designed for today with style that endures. Banana Republic offers clothing and accessories with detailed craftsmanship and luxurious materials. Customers can purchase Banana Republic products globally in our specialty stores, online, and franchise stores.

Athleta. Athleta is a premium fitness and lifestyle brand creating versatile performance apparel to inspire a community of active, confident women and girls. Established in 1998 and acquired by Gap Inc. in 2008, Athleta integrates technical features and innovative design across its women's collection to carry her through a life in motion, from yoga, training and sports, to everyday activities and travel. In 2016, the company launched Athleta Girl, mirroring its signature performance in styles for the next generation. Customers can purchase Athleta products in the United States through its stores and catalogs, or globally through its website.

Athleta has been certified as a benefit corporation ("B Corp"), furthering our commitment to using our business as a force for good to drive social and environmental impact. We have met rigorous standards across social and environmental performance, accountability and transparency. Additionally, we have amended Athleta's legal charter to become a Delaware Public Benefit Corporation in order to further uphold our commitments to people and the planet. With this accreditation, Gap Inc. has become one of the largest publicly traded retail companies with a B Corp certified subsidiary apparel brand. We plan to leverage the learnings from Athleta as a case study for Gap Inc., providing a benchmark and roadmap of potential opportunities for greater social and environmental impact across the enterprise.

Intermix. Intermix curates must-have styles from the most coveted emerging and established designers. Known for styling on-trend pieces in unexpected ways, Intermix delivers a unique point of view and an individualized approach to shopping and personal style. Customers can shop in stores in the United States and Canada, and online.

The range of merchandise displayed in each store varies depending on the selling season and the size and location of the store. Stores are generally open seven days per week (where permitted by law) and most holidays.

We ended fiscal 2017 with 3,165 Company-operated stores and 429 franchise store locations. For more information on the number of stores by brand and region, see the table included in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, of this Form 10-K.

Old Navy, Gap, Banana Republic, and Athleta each have a private label credit card program and a co-branded credit card program through which frequent customers receive benefits. Private label and co-branded credit cards are provided by a third-party financing company, with associated revenue sharing arrangements reflected in Gap Inc. operations. We also issue and redeem gift cards through our brands.

Certain financial information about international operations is set forth under the heading "Segment Information" in Note 16 of Notes to Consolidated Financial Statements included in Item 8, Financial Statements and Supplementary Data, of this Form 10-K.

Merchandise Vendors

We purchase private label and non-private label merchandise from about 800 vendors. Our vendors have factories in about 50 countries. Our two largest vendors each accounted for about 5 percent of the dollar amount of our total fiscal 2017 purchases. Of our merchandise purchased during fiscal 2017, substantially all purchases, by dollar value, were from factories outside the United States. Approximately 25 percent and 22 percent of our fiscal 2017 purchases, by dollar value, were from factories in Vietnam and China, respectively. Product cost increases or events causing disruption of imports from Vietnam, China, or other foreign countries, including the imposition of additional import restrictions or taxes, or vendors potentially failing due to political, financial, or regulatory issues, could have an adverse effect on our operations. Substantially all of our foreign purchases of merchandise are negotiated and paid for in U.S. dollars. Also see the sections entitled "Risk Factors—Our business is subject to risks associated with global sourcing and manufacturing," "Risk Factors—Risks associated with importing merchandise from foreign countries, including failure of our vendors to adhere to our Code of Vendor Conduct, could harm our business," and "Risk Factors—Trade matters may disrupt our supply chain" in Item 1A, Risk Factors, of this Form 10-K.

Seasonal Business

Our business follows a seasonal pattern, with sales peaking during the end-of-year holiday period.

Brand Building

Our ability to develop and evolve our existing brands is a key to our success. We believe our distinct brands are among our most important assets. With the exception of Intermix, virtually all aspects of brand development, from product design and distribution to marketing, merchandising and shopping environments, are controlled by Gap Inc. employees. With respect to Intermix, we control all aspects of brand development except for product design related to third-party products. We continue to invest in our business and enhance the customer experience through significant investments in our supply chain and customer, digital, and omni-channel capabilities, investments in marketing, enhancement of our online shopping sites, remodeling of existing stores, and international expansion.

Trademarks and Service Marks

Gap, GapKids, babyGap, GapMaternity, GapBody, GapFit, Banana Republic, Old Navy, Athleta, Intermix, and Weddington Way trademarks and service marks, and certain other trademarks and service marks, have been registered, or are the subject of pending trademark applications, with the United States Patent and Trademark Office and with the registries of many foreign countries and/or are protected by common law.

Franchising

We have franchise agreements with unaffiliated franchisees to operate Old Navy, Gap, and Banana Republic stores in a number of countries throughout Asia, Europe, Latin America, the Middle East, and Africa. Under these agreements, third parties operate, or will operate, stores that sell apparel and related products under our brand names. For additional information on risks related to our franchise business, see the sections entitled "Risk Factors—Our efforts to expand internationally may not be successful" and "Risk Factors—Our franchise business is subject to certain risks not directly within our control that could impair the value of our brands" in Item 1A, Risk Factors, of this Form 10-K.

Inventory

The nature of the retail business requires us to carry a significant amount of inventory, especially prior to the peak holiday selling season when we, along with other retailers, generally build up inventory levels. We maintain a large part of our inventory in distribution centers. We review our inventory levels in order to identify slow-moving merchandise and broken assortments (items no longer in stock in a sufficient range of sizes or colors) and we primarily use promotions and markdowns to clear merchandise. Also see the sections entitled "Risk Factors—We must successfully gauge apparel trends and changing consumer preferences to succeed," "Risk Factors—If we are unable to manage our inventory effectively, our gross margins could be adversely affected," and "Risk Factors—Our results could be adversely affected by natural disasters, public health crises, political crises, negative global climate patterns, or other catastrophic events" in Item 1A, Risk Factors, of this Form 10-K.

Competitors

The global apparel retail industry is highly competitive. We compete with local, national, and global apparel retailers. Also see the section entitled "Risk Factors—Our business is highly competitive" in Item 1A of this Form 10-K.

Employees

As of February 3, 2018, we had a workforce of approximately 135,000 employees, which includes a combination of part-time and full-time employees. We also hire seasonal employees, primarily during the peak holiday selling season.

To remain competitive in the retail apparel industry, we must attract, develop, and retain skilled employees in our design, merchandising, supply chain, marketing, and other functions, as well as in our stores and distribution centers. Competition for such personnel is intense. Our success is dependent to a significant degree on the continued contributions of key employees. Also see the section entitled "Risk Factors—The failure to attract and retain key personnel, or effectively manage succession, could have an adverse impact on our results of operations" in Item 1A, Risk Factors, of this Form 10-K.

Available Information

We make available on our website, www.gapinc.com, under "Investors," free of charge, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports as soon as reasonably practicable after we electronically file or furnish them to the SEC.

Our Board of Directors Committee Charters (Audit and Finance, Compensation and Management Development, and Governance and Sustainability Committees) and Corporate Governance Guidelines are also available on our website under "Investors, Governance." Our Code of Business Conduct can be found on our website under "Investors, Corporate Compliance, Code of Business Conduct." Any amendments and waivers to the Code will also be available on the website.

Executive Officers of the Registrant

The following are our executive officers:

Name, Age, Position, and Principal Occupation:

Arthur Peck, 62, Director, and President and Chief Executive Officer, Gap Inc. since February 2015; President, Growth, Innovation, and Digital division from 2012 to January 2015; President, Gap North America from 2011 to 2012; Executive Vice President of Strategy and Operations from 2005 to 2011; President, Gap Inc. Outlet from 2008 to 2011.

Mark Breitbard, 50, President and Chief Executive Officer, Banana Republic since May 2017; Chief Executive Officer, The Gymboree Corporation from January 2013 to April 2017; President, Gap North America from 2012 to January 2013; Executive Vice President, Gap North America Merchandising from 2011 to 2012; Executive Vice President, GapKids and babyGap from 2010 to 2011.

Paul Chapman, 60, Executive Vice President, Chief Information Officer since December 2015 (until April 2018); Senior Vice President and Chief Information Officer from January 2014 to December 2015; Senior Vice President, Information Technology, from 2010 to December 2015; Vice President, Information Technology from 2004 to 2010.

Shawn Curran, 54, Executive Vice President, Global Supply Chain and Product Operations since October 2017; Executive Vice President, Global Supply Chain - Logistics and Product Operations from April 2016 to October 2017; Executive Vice President, Global Supply Chain from August 2015 to April 2016; Senior Vice President, Logistics from 2012 to August 2015.

Sebastian DiGrande, 51, Executive Vice President, Strategy and Chief Customer Officer since May 2016; Senior Partner and Managing Director, the Boston Consulting Group from 1996 to April 2016.

Julie Gruber, 52, Executive Vice President, Global General Counsel, Corporate Secretary, and Chief Compliance Officer since February 2016; Senior Vice President and General Counsel from March 2015 to February 2016; Vice President and Deputy General Counsel from 2007 to March 2015; Associate General Counsel from 2003 to 2007.

Brent Hyder, 53, Executive Vice President and Chief People Officer since February 2018; Executive Vice President, Global Talent and Sustainability from May 2017 to February 2018; Executive Vice President and Chief Operating Officer, Gap from June 2016 to May 2017; Senior Vice President, Human Resources, Gap from September 2014 to June 2016; Vice President and General Manager, Gap Japan from February 2013 to September 2014; Vice President, Human Resources from May 2007 to February 2013.

Teri List-Stoll, 55, Executive Vice President and Chief Financial Officer since January 2017; Executive Vice President and Chief Financial Officer, Dick's Sporting Goods, Inc. from August 2015 to September 2016; Executive Vice President and Chief Financial Officer, Kraft Foods Group, Inc. from September 2013 to May 2015; Senior Vice President and Treasurer, Procter & Gamble Co. from 2008 to August 2013.

Sonia Syngal, 48, President and Chief Executive Officer, Old Navy since April 2016; Executive Vice President, Global Supply Chain and Product Operations from February 2015 to April 2016; Executive Vice President, Global Supply Chain from November 2013 to January 2015; Senior Vice President, Old Navy International from February 2013 to November 2013; Senior Vice President and Managing Director, Europe from 2011 to February 2013; Senior Vice President and General Manager, International Outlets from 2010 to 2011; Vice President of Global Production, Supply Chain - Outlet from 2006 to 2010.

Item 1A. Risk Factors.

Our past performance may not be a reliable indicator of future performance because actual future results and trends may differ materially depending on a variety of factors, including but not limited to the risks and uncertainties discussed below. In addition, historical trends should not be used to anticipate results or trends in future periods.

We must successfully gauge apparel trends and changing consumer preferences to succeed.

Our success is largely dependent upon our ability to gauge the tastes of our customers and to provide merchandise that satisfies customer demand in a timely manner. However, lead times for many of our design and purchasing decisions may make it more difficult for us to respond rapidly to new or changing apparel trends or consumer acceptance of our products. The global apparel retail business fluctuates according to changes in consumer preferences, dictated in part by apparel trends and season. To the extent we misjudge the market for our merchandise or the products suitable for local markets or fail to execute trends and deliver product to market as timely as our competitors, our sales will be adversely affected, and the markdowns required to move the resulting excess inventory will adversely affect our operating results.

Our business is highly competitive.

The global apparel retail industry is highly competitive. We and our franchisees compete with local, national, and global department stores, specialty and discount store chains, independent retail stores, and online businesses that market similar lines of merchandise. We face a variety of competitive challenges in an increasingly complex and fast-paced environment, including:

- anticipating and quickly responding to changing apparel trends and customer demands;
- attracting customer traffic both in stores and online;
- competitively pricing our products and achieving customer perception of value;
- maintaining favorable brand recognition and effectively marketing our products to customers in several diverse market segments and geographic locations;
- anticipating and responding to changing customer shopping preferences and practices, including the increasing shift to digital brand engagement, social media communication, and online shopping;
- developing innovative, high-quality products in sizes, colors, and styles that appeal to customers of varying age groups and tastes;
- purchasing and stocking merchandise to match seasonal weather patterns, and our ability to react to shifts in weather that impact consumer demand;
- sourcing and allocating merchandise efficiently; and
- improving the effectiveness and efficiency of our processes in order to deliver cost savings to fund growth.

If we or our franchisees are not able to compete successfully in the United States or internationally, our results of operations would be adversely affected.

We must maintain our reputation and brand image.

Our brands have wide recognition, and our success has been due in large part to our ability to maintain, enhance and protect our brand image and reputation and our customers' connection to our brands. Our continued success depends in part on our ability to adapt to a rapidly changing media environment, including our increasing reliance on social media and online dissemination of advertising campaigns. Even if we react appropriately to negative posts or comments about us and/or our brands on social media and online, our customers' perception of our brand image and our reputation could be negatively impacted. In addition, customer sentiment could be shaped by our sustainability policies and related design, sourcing and operations decisions. Failure to maintain, enhance and protect our brand image could have a material adverse effect on our results of operations.

The failure to attract and retain key personnel, or effectively manage succession, could have an adverse impact on our results of operations.

Our ability to anticipate and effectively respond to changing apparel trends depends in part on our ability to attract and retain key personnel in our design, merchandising, sourcing, marketing, and other functions. In addition, several of our strategic initiatives, including our technology initiatives and supply chain initiatives, require that we hire and/or develop employees with appropriate experience. Competition for talent is intense, and we cannot be sure that we will be able to attract and retain a sufficient number of qualified personnel in future periods. If we are unable to retain, attract, and motivate talented employees with the appropriate skill sets, or if changes to our organizational structure, operating results, or business model adversely affect morale or retention, we may not achieve our objectives and our results of operations could be adversely impacted. In addition, the loss of one or more of our key personnel or the inability to effectively identify a suitable successor to a key role could have a material adverse effect on our business. In fiscal 2017, there were changes to our senior leadership team, including our new President and Chief Executive Officer of Banana Republic, and our new Executive Vice President and Chief People Officer. In addition, in February 2018, we announced the departure of our President and Chief Executive Officer of Gap brand. The effectiveness of new leaders in these roles, and any further transition as a result of these changes, could have a significant impact on our results of operations.

Our investments in customer, digital, and omni-channel shopping initiatives may not deliver the results we anticipate.

One of our strategic priorities is to further develop an omni-channel shopping experience for our customers through the integration of our store and digital shopping channels. Our omni-channel initiatives include cross-channel logistics optimization and exploring additional ways to develop an omni-channel shopping experience, including further digital integration and customer personalization. These initiatives involve significant investments in IT systems and significant operational changes. In addition, our competitors are also investing in omni-channel initiatives, some of which may be more successful than our initiatives. If the implementation of our customer, digital, and omni-channel initiatives is not successful, or we do not realize the return on our investments in these initiatives that we anticipate, our operating results would be adversely affected.

If we are unable to manage our inventory effectively, our gross margins could be adversely affected.

Fluctuations in the global apparel retail markets impact the levels of inventory owned by apparel retailers. The nature of the global apparel retail business requires us to carry a significant amount of inventory, especially prior to the peak holiday selling season when we build up our inventory levels. Merchandise usually must be ordered well in advance of the season and frequently before apparel trends are confirmed by customer purchases. We must enter into contracts for the purchase and manufacture of merchandise well in advance of the applicable selling season. As a result, we are vulnerable to demand and pricing shifts and to suboptimal selection and timing of merchandise purchases. In the past, we have not always predicted our customers' preferences and acceptance levels of our trend items with accuracy. If sales do not meet expectations, too much inventory may cause excessive markdowns and, therefore, lower-than-planned margins.

We have key strategic initiatives designed to optimize our inventory levels and increase the efficiency and responsiveness of our supply chain, including vendor fabric platforming, product demand testing, and in-season rapid response to demand. These initiatives involve significant systems and operational changes, and we have limited experience operating in this manner. If we are unable to implement these initiatives successfully, we may not realize the return on our investments that we anticipate, and our operating results could be adversely affected.

We are subject to data and security risks, which could have an adverse effect on our results of operations and consumer confidence in our security measures.

As part of our normal operations, we receive and maintain confidential, proprietary, and personally identifiable information, including credit card information, and information about our customers, our employees, job applicants, and other third parties. Our business employs systems and websites that allow for the secure storage and transmission of this information. However, despite our safeguards and security processes and protections, security breaches could expose us to a risk of loss or misuse of this information, litigation, and potential liability. The retail industry, in particular, has been the target of many recent cyber-attacks. We may not have the resources to anticipate or prevent rapidly evolving types of cyber-attacks. Attacks may be targeted at us, our vendors or customers, or others who have entrusted us with information. In addition, even if we take appropriate measures to safeguard our information security and privacy environment from security breaches, we could still expose our customers and our business to risk. Actual or anticipated attacks may disrupt or impair our technology capabilities, and may cause us to incur increasing costs, including costs to deploy additional personnel and protection technologies, train employees, and engage third-party experts and consultants. Advances in computer capabilities, new technological discoveries, or other developments may result in the technology used by us to protect transaction or other data being breached or compromised. Measures we implement to protect against cyber attacks may also have the potential to impact our customers' shopping experience or decrease activity on our websites by making them more difficult to use. Data and security breaches can also occur as a result of non-technical issues, including intentional or inadvertent breach by our employees or by persons with whom we have commercial relationships that result in the unauthorized release of personal or confidential information. In addition, the global regulatory environment surrounding information security, cybersecurity, and privacy is increasingly demanding, with new and changing requirements, such as the European Union's General Protection Regulation (GDPR), and customers have a high expectation that the Company will adequately protect their personal information from cyber-attack or other security breaches. Security breaches and cyber incidents could result in a violation of applicable privacy and other laws, significant legal and financial exposure, and a loss of consumer confidence in our security measures, which could have an adverse effect on our results of operations and our reputation.

Failures of, updates or changes to, our IT systems may disrupt operations.

We maintain a complex network of legacy systems. We require continual maintenance, upgrades and changes, some of which are significant. Upgrades involve replacing existing systems with successor systems, making changes to existing systems, or cost-effectively acquiring new systems with new functionality. We are aware of inherent risks associated with maintaining and replacing these systems, including accurately capturing data and addressing system disruptions and believe we are taking appropriate action to mitigate the risks through testing, training, and staging implementation, as well as ensuring appropriate commercial contracts are in place with third-party vendors supplying or supporting our IT initiatives. However, there can be no assurances that we will successfully maintain or launch these systems as planned or that they will be implemented without disruptions to our operations. IT system disruptions or failures, if not anticipated and appropriately mitigated, or failure to successfully implement new or upgraded systems, could have a material adverse effect on our results of operations.

Trade matters may disrupt our supply chain.

Trade restrictions, including increased tariffs or quotas, embargoes, safeguards, and customs restrictions against apparel items, as well as U.S. or foreign labor strikes, work stoppages, or boycotts, could increase the cost or reduce the supply of apparel available to us and adversely affect our business, financial condition, and results of operations. We cannot predict whether any of the countries in which our merchandise currently is manufactured or may be manufactured in the future will be subject to additional trade restrictions imposed by the United States or other foreign governments, including the likelihood, type, or effect of any such restrictions. For example, the current political landscape has introduced greater uncertainty with respect to future tax and trade regulations. In addition, we face the possibility of anti-dumping or countervailing duties lawsuits from U.S. domestic producers. We are unable to determine the impact of the changes to the quota system or the impact that potential tariff lawsuits could have on our global sourcing operations. Our sourcing operations may be adversely affected by trade limits or political and financial instability, resulting in the disruption of trade from exporting countries, significant fluctuation in the value of the U.S. dollar against foreign currencies, restrictions on the transfer of funds, and/or other trade disruptions. Changes in tax policy or trade regulations, such as the imposition of new tariffs on imported products, could have a material adverse effect on our business and results of operations.

Changes in the regulatory or administrative landscape could adversely affect our financial condition and results of operations.

Laws and regulations at the local, state, federal, and international levels frequently change, and the ultimate cost of compliance cannot be precisely estimated. In addition, we cannot predict the impact that may result from changes in the regulatory or administrative landscape.

Any changes in laws or regulations, the imposition of additional laws or regulations, or the enactment of any new or more stringent legislation that impacts employment and labor, trade, product safety, transportation and logistics, health care, tax, privacy, operations, or environmental issues, among others, could have an adverse impact on our financial condition and results of operations.

Our business is subject to risks associated with global sourcing and manufacturing.

Independent third parties manufacture all of our products for us. As a result, we are directly impacted by increases in the cost of those products.

If we experience significant increases in demand or need to replace an existing vendor, there can be no assurance that additional manufacturing capacity will be available when required on terms that are acceptable to us or that any vendor would allocate sufficient capacity to us in order to meet our requirements. In addition, for any new manufacturing source, we may encounter delays in production and added costs as a result of the time it takes to train our vendors in our methods, products, quality control standards, and environmental, labor, health, and safety standards. Moreover, in the event of a significant disruption in the supply of the fabrics or raw materials used by our vendors in the manufacture of our products, our vendors might not be able to locate alternative suppliers of materials of comparable quality at an acceptable price. Any delays, interruption, or increased costs in the manufacture of our products could result in lower sales and net income. In addition, certain countries represent a larger portion of our global sourcing. For example, approximately 25 percent and 22 percent of our merchandise, by dollar value, is purchased from factories in Vietnam and China, respectively. Accordingly, any delays in production and added costs in Vietnam or China could have a more significant impact on our results of operations.

Because independent vendors manufacture virtually all of our products outside of our principal sales markets, third parties must transport our products over large geographic distances. Delays in the shipment or delivery of our products due to the availability of transportation, work stoppages, port strikes, infrastructure congestion, or other factors, and costs and delays associated with transitioning between vendors, could adversely impact our financial performance. Operating or manufacturing delays, transportation delays, or unexpected demand for our products may require us to use faster, but more expensive, transportation methods such as aircraft, which could adversely affect our gross margins. In addition, the cost of fuel is a significant component of transportation costs, so increases in the price of petroleum products can adversely affect our gross margins.

Global economic conditions and any related impact on consumer spending patterns could adversely impact our results of operations.

The Company's performance is subject to global economic conditions, as well as their impact on levels of consumer spending worldwide. Some of the factors that may influence consumer spending include high levels of unemployment, higher consumer debt levels, reductions in net worth based on market declines and uncertainty, home foreclosures and reductions in home values, fluctuating interest and foreign currency rates and credit availability, government austerity measures, fluctuating fuel and other energy costs, fluctuating commodity prices, and general uncertainty regarding the overall future economic environment. Consumer purchases of discretionary items, including our merchandise, generally decline during periods when disposable income is adversely affected or there is economic uncertainty.

Adverse economic changes in any of the regions in which we and our franchisees sell our products could reduce consumer confidence, and thereby could negatively affect earnings and have a material adverse effect on our results of operations. In challenging and uncertain economic environments, we cannot predict whether or when such circumstances may improve or worsen, or what impact, if any, such circumstances could have on our business, results of operations, cash flows, and financial position.

Our efforts to expand internationally may not be successful.

Our current strategies include pursuing selective international expansion in a number of countries around the world through a number of channels. This includes our franchisees opening additional stores internationally. We have limited experience operating or franchising in some of these locations. In many of these locations, we face major, established competitors. In addition, in many of these locations, the real estate, employment and labor, transportation and logistics, regulatory, and other operating requirements differ dramatically from those in the places where we have more experience. Consumer tastes and trends may differ in many of these locations and, as a result, the sales of our products may not be successful or result in the margins we anticipate. If our international expansion plans are unsuccessful or do not deliver an appropriate return on our investments, our operations and financial results could be materially, adversely affected.

Risks associated with importing merchandise from foreign countries, including failure of our vendors to adhere to our Code of Vendor Conduct, could harm our business.

We purchase nearly all merchandise from third-party vendors in many different countries, and we require those vendors to adhere to a Code of Vendor Conduct, which includes environmental, labor, health, and safety standards. From time to time, contractors or their subcontractors may not be in compliance with these standards or applicable local laws. Although we have implemented policies and procedures to facilitate our compliance with laws and regulations relating to doing business in foreign markets and importing merchandise into various countries, there can be no assurance that suppliers and other third parties with whom we do business will not violate such laws and regulations or our policies. Significant or continuing noncompliance with such standards and laws by one or more vendors could have a negative impact on our reputation, could subject us to liability, and could have an adverse effect on our results of operations.

Our franchise business is subject to certain risks not directly within our control that could impair the value of our brands.

We enter into franchise agreements with unaffiliated franchisees to operate stores and, in limited circumstances, websites, in many countries around the world. Under these agreements, third parties operate, or will operate, stores and websites that sell apparel and related products under our brand names. The effect of these arrangements on our business and results of operations is uncertain and will depend upon various factors, including the demand for our products in new markets internationally and our ability to successfully identify appropriate third parties to act as franchisees, distributors, or in a similar capacity. In addition, certain aspects of these arrangements are not directly within our control, such as franchisee financial stability and the ability of these third parties to meet their projections regarding store locations, store openings, and sales. Other risks that may affect these third parties include general economic conditions in specific countries or markets, foreign exchange rates, changes in diplomatic and trade relationships, restrictions on the transfer of funds, and political instability. Moreover, while the agreements we have entered into and plan to enter into in the future provide us with certain termination rights, the value of our brands could be impaired to the extent that these third parties do not operate their stores in a manner consistent with our requirements regarding our brand identities and customer experience standards. Failure to protect the value of our brands, or any other harmful acts or omissions by a franchisee, could have an adverse effect on our results of operations and our reputation.

The market for prime real estate is competitive.

Our ability to effectively obtain real estate - to open new stores, distribution centers, and corporate offices nationally and internationally - depends on the availability of real estate that meets our criteria for traffic, square footage, co-tenancies, lease economics, demographics, and other factors. We also must be able to effectively renew our existing store leases. In addition, we may seek to downsize, consolidate, reposition, relocate, or close some of our real estate locations, which in most cases requires a modification of an existing store lease. Failure to secure adequate new locations, successfully modify or exit existing locations, or failure to effectively manage the profitability of our existing fleet of stores, could have a material adverse effect on our results of operations.

Additionally, the economic environment may at times make it difficult to determine the fair market rent of real estate properties within the United States and internationally. This could impact the quality of our decisions to exercise lease options at previously negotiated rents and the quality of our decisions to renew expiring leases at negotiated rents. Any adverse effect on the quality of these decisions could impact our ability to retain real estate locations adequate to meet our targets or efficiently manage the profitability of our existing fleet of stores and could have a material adverse effect on our financial condition or results of operations.

Our business is exposed to the risks of foreign currency exchange rate fluctuations and our hedging strategies may not be effective in mitigating those risks.

We are exposed to foreign currency exchange rate risk with respect to our sales, operating expenses, profits, assets, and liabilities generated or incurred in foreign currencies as well as inventory purchases in U.S. dollars for our foreign subsidiaries. Although we use financial instruments to hedge certain foreign currency risks, these measures may not succeed in fully offsetting the negative impact of foreign currency rate movements and generally only delay the impact of adverse foreign currency rate movements on our business and financial results.

We experience fluctuations in our comparable sales and margins.

Our success depends in part on our ability to improve sales, in particular at our largest brands. A variety of factors affect comparable sales or margins, including but not limited to apparel trends, competition, current economic conditions, the timing of new merchandise releases and promotional events, changes in our merchandise mix, the success of marketing programs, foreign currency fluctuations, industry traffic trends, and weather conditions. These factors may cause our comparable sales results and margins to differ materially from prior periods and from expectations. Our comparable sales, including the associated comparable online sales, have fluctuated significantly in the past on an annual and quarterly basis. Over the past fiscal year, our reported quarterly comparable sales have ranged from a high of positive 5 percent in the fourth quarter of fiscal 2017 to a low of positive 1 percent in the second quarter of fiscal 2017. Over the past five years, our reported gross margins have ranged from a high of 39.0 percent in fiscal 2013 to a low of 36.2 percent in fiscal 2015. In addition, over the past five years, our reported operating margins have ranged from a high of 13.3 percent in fiscal 2013 to a low of 7.7 percent in fiscal 2016.

Our ability to deliver strong comparable sales results and margins depends in large part on accurately forecasting demand and apparel trends, selecting effective marketing techniques, providing an appropriate mix of merchandise for our broad and diverse customer base, managing inventory effectively, using effective pricing strategies, and optimizing store performance. Failure to meet the expectations of investors, securities analysts, or credit rating agencies in one or more future periods could reduce the market price of our common stock, cause our credit ratings to decline, and impact liquidity.

Changes in our credit profile or deterioration in market conditions may limit our access to the capital markets and adversely impact our financial position or our business initiatives.

In April 2011, we issued \$1.25 billion aggregate principal amount of 5.95 percent notes due April 2021. As a result, we have additional costs that include interest payable semi-annually on the notes. In January 2014, we also entered into a 15 billion Japanese yen, four-year, unsecured term loan which was fully repaid in June 2017.

Our cash flows from operations are the primary source of funds for these debt service payments. In this regard, we have generated annual cash flow from operating activities in excess of \$1 billion per year for well over a decade and ended fiscal 2017 with \$1.8 billion of cash and cash equivalents on our balance sheet. We are also able to supplement near-term liquidity, if necessary, with our \$500 million revolving credit facility. We continue to target a cash balance between \$1.0 billion to \$1.2 billion, which provides not only for our working capital needs, but also a reserve for unexpected business downturns. However, if our cash flows from operating activities decline significantly, we may be required to reprioritize our business initiatives to ensure that we can continue to service or refinance our debt with favorable rates and terms. In addition, any future reduction in our long-term senior unsecured credit ratings could result in reduced access to the credit and capital markets and higher interest costs and potentially increased lease or hedging costs.

In May 2016, Fitch Ratings and Standard & Poor's Rating Services downgraded their respective credit ratings of us from BBB- negative outlook to BB+ stable outlook. These downgrades, and any future reduction in our long-term senior unsecured credit ratings, could result in reduced access to the credit and capital markets, more restrictive covenants in future financial documents and higher interest costs, and potentially increased lease or hedging costs.

For further information on our debt and credit facilities, see Item 8, Financial Statements and Supplementary Data, Notes 4 and 5 of Notes to Consolidated Financial Statements of this Form 10-K.

Our results could be adversely affected by natural disasters, public health crises, political crises, negative global climate patterns, or other catastrophic events.

Natural disasters, such as hurricanes, tornadoes, floods, earthquakes, and other adverse weather conditions; unforeseen public health crises, such as pandemics and epidemics; political crises, such as terrorist attacks, war, labor unrest, and other political instability; negative global climate patterns, especially in water stressed regions; or other catastrophic events, such as fires or other disasters occurring at our distribution centers or our vendors' manufacturing facilities, whether occurring in the United States or internationally, could disrupt our operations, including the operations of our franchisees, or the operations of one or more of our vendors. In particular, these types of events could impact our supply chain from or to the impacted region and could impact our ability or the ability of our franchisees or other third parties to operate our stores or websites. In addition, these types of events could negatively impact consumer spending in the impacted regions or, depending upon the severity, globally. Disasters occurring at our vendors' manufacturing facilities could impact our reputation and our customers' perception of our brands. To the extent any of these events occur, our operations and financial results could be adversely affected.

Reductions in income and cash flow from our credit card arrangement related to our private label and co-branded credit cards could adversely affect our operating results and cash flows.

A third-party, Synchrony Financial ("Synchrony"), owns and services our private label credit card and co-branded programs. Our agreement with Synchrony provides for certain payments to be made by Synchrony to us, including a share of revenues from the performance of the credit card portfolios. The income and cash flow that we receive from Synchrony is dependent upon a number of factors, including the level of sales on private label and co-branded accounts, the level of balances carried on the accounts, payment rates on the accounts, finance charge rates and other fees on the accounts, the level of credit losses for the accounts, Synchrony's ability to extend credit to our customers as well as the cost of customer rewards programs. All of these factors can vary based on changes in federal and state credit card, banking, and commercial protection laws. The factors affecting the income and cash flow that the Company receives from Synchrony can also vary based on a variety of economic, legal, social, and other factors that we cannot control. If the income and cash flow that we receive from our consumer credit card program agreement with Synchrony decreases significantly, our operating results and cash flows could be adversely affected.

We are subject to various proceedings, lawsuits, disputes, and claims from time to time, which could adversely affect our business, financial condition, and results of operations.

As a multinational company, we are subject to various proceedings, lawsuits, disputes, and claims ("Actions") arising in the ordinary course of our business. Many of these Actions raise complex factual and legal issues and are subject to uncertainties. Actions filed against us from time to time include commercial, intellectual property, customer, employment, and data privacy claims, including class action lawsuits. The plaintiffs in some Actions seek unspecified damages or injunctive relief, or both. Actions are in various procedural stages and some are covered in part by insurance. We cannot predict with assurance the outcome of Actions brought against us. Accordingly, developments, settlements, or resolutions may occur and impact income in the quarter of such development, settlement, or resolution. An unfavorable outcome could have an adverse impact on our business, financial condition and results of operations.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

We have Company-operated stores in the United States, Canada, the United Kingdom, France, Ireland, Japan, Italy, China, Hong Kong, Taiwan, and Mexico. As of February 3, 2018, we had 3,165 Company-operated stores, which aggregated to approximately 36.4 million square feet. Almost all of these stores are leased, typically with one or more renewal options after our initial term. Terms vary by type and location of store.

We own approximately 1.1 million square feet of corporate office space located in San Francisco, San Bruno, Pleasanton, and Rocklin, California, of which approximately 184,000 square feet is leased to and occupied by others. We lease approximately 1.0 million square feet of corporate office space located in San Francisco, Rocklin, Petaluma, and Pleasanton, California; New York and Brooklyn, New York; Albuquerque, New Mexico; and Toronto, Ontario, Canada. Of the 1.0 million square feet of leased corporate office space, approximately 40,000 square feet is subleased to and occupied by others. We also lease regional offices in North America and in various international locations. We own approximately 8.9 million square feet of distribution space located in Fresno, California; Fishkill, New York; Groveport, Ohio; Gallatin, Tennessee; Brampton, Ontario, Canada; and Rugby, England. Of the 8.9 million square feet of owned distribution space, approximately 117,000 square feet is leased to and occupied by others. We lease approximately 765,000 square feet of distribution space located in Phoenix, Arizona; Erlanger and Hebron, Kentucky; and Bolton, Ontario, Canada. Third-party logistics companies provide logistics services to us through distribution warehouses in Chiba, Japan; and Shanghai and Hong Kong, China.

Item 3. Legal Proceedings.

We do not believe that the outcome of any current Action would have a material effect on our Consolidated Financial Statements.

Item 4. Mine Safety Disclosures.

Not applicable.

Part II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

The principal market on which our stock is traded is the New York Stock Exchange. The number of holders of record of our stock as of March 14, 2018 was 6,336. The table below sets forth the market prices and dividends declared and paid for each of the fiscal quarters in fiscal 2017 and 2016.

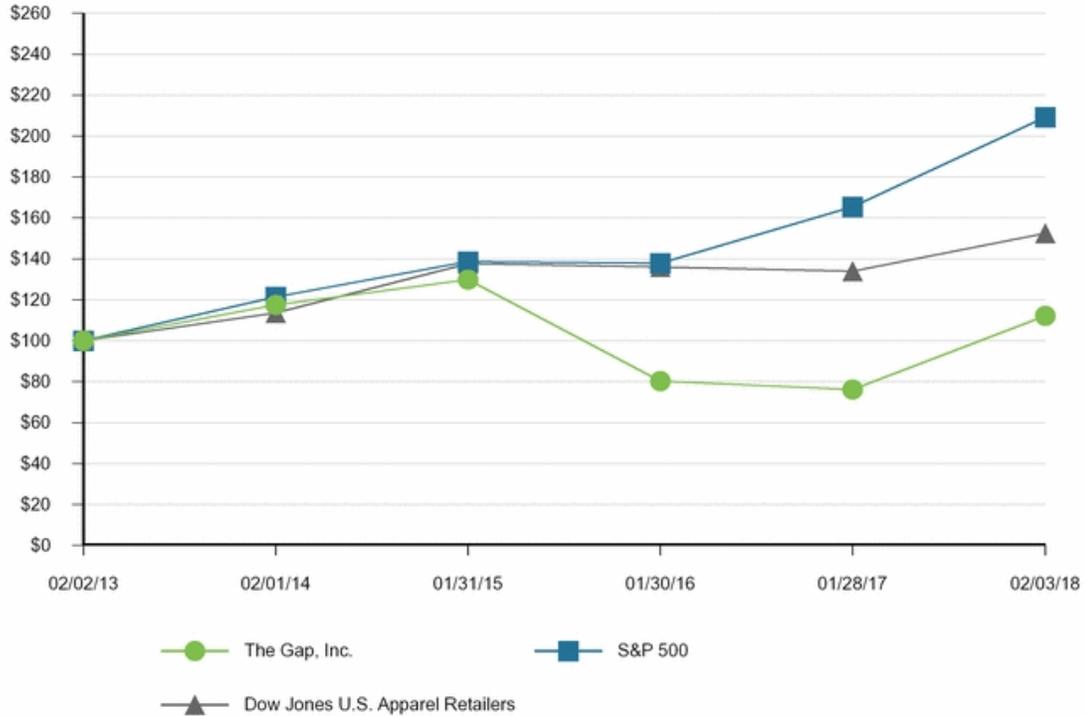
	Market Prices				Dividends Declared and Paid	
	Fiscal 2017		Fiscal 2016		Fiscal Year	
	High	Low	High	Low	2017	2016
1st Quarter	\$ 26.72	\$ 22.03	\$ 30.49	\$ 22.03	\$ 0.23	\$ 0.23
2nd Quarter	\$ 26.88	\$ 21.02	\$ 25.95	\$ 17.00	0.23	0.23
3rd Quarter	\$ 29.77	\$ 21.84	\$ 27.34	\$ 21.57	0.23	0.23
4th Quarter	\$ 35.68	\$ 25.36	\$ 30.74	\$ 22.25	0.23	0.23
					<u>\$ 0.92</u>	<u>\$ 0.92</u>

Stock Performance Graph

The graph below compares the percentage changes in our cumulative total stockholder return on our common stock for the five-year period ended February 3, 2018, with (i) the S&P 500 Index and (ii) the cumulative total return of the Dow Jones U.S. Retail Apparel Index. The total stockholder return for our common stock assumes quarterly reinvestment of dividends.

TOTAL RETURN TO STOCKHOLDERS

(Assumes \$100 investment on 2/2/2013)



Total Return Analysis

	2/2/2013	2/1/2014	1/31/2015	1/30/2016	1/28/2017	2/3/2018
The Gap, Inc.	\$ 100.00	\$ 117.60	\$ 129.93	\$ 80.21	\$ 76.19	\$ 112.10
S&P 500	\$ 100.00	\$ 121.52	\$ 138.80	\$ 137.88	\$ 165.51	\$ 209.22
Dow Jones U.S. Apparel Retailers	\$ 100.00	\$ 113.71	\$ 137.70	\$ 135.94	\$ 133.98	\$ 152.50

Source: Research Data Group, Inc. (415) 643-6000 (www.researchdatagroup.com)

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The following table presents information with respect to purchases of common stock of the Company made during the fourteen weeks ended February 3, 2018 by The Gap, Inc. or any affiliated purchaser, as defined in Exchange Act Rule 10b-18(a)(3):

	Total Number of Shares Purchased (1)	Average Price Paid Per Share Including Commissions	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or approximate dollar amount) of Shares that May Yet be Purchased Under the Plans or Programs (2)
Month #1 (October 29 - November 25)	336,891	\$ 29.68	336,891	\$690 million
Month #2 (November 26 - December 30)	164,915	\$ 30.32	164,915	\$685 million
Month #3 (December 31 - February 3)	—	\$ —	—	\$685 million
Total	<u>501,806</u>	\$ 29.89	<u>501,806</u>	

(1) Excludes shares withheld to settle employee statutory tax withholding related to the vesting of stock units.

(2) On February 25, 2016, we announced that the Board of Directors approved a \$1 billion share repurchase authorization (the "February 2016 repurchase program"), which has no expiration date.

Item 6. Selected Financial Data.

The following selected financial data are derived from the Consolidated Financial Statements of the Company. We have also included certain non-financial data to enhance your understanding of our business. The data set forth below should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Item 7 and the Company’s Consolidated Financial Statements and related notes in Item 8 of this Form 10-K.

	Fiscal Year (number of weeks)				
	2017 (53) (b)	2016 (52)	2015 (52)	2014 (52)	2013 (52)
Operating Results (\$ in millions)					
Net sales	\$ 15,855	\$ 15,516	\$ 15,797	\$ 16,435	\$ 16,148
Gross margin	38.3 %	36.3 %	36.2 %	38.3%	39.0%
Operating margin	9.3 %	7.7 %	9.6 %	12.7%	13.3%
Net income	\$ 848	\$ 676	\$ 920	\$ 1,262	\$ 1,280
Cash dividends paid	\$ 361	\$ 367	\$ 377	\$ 383	\$ 321
Per Share Data (number of shares in millions)					
Basic earnings per share	\$ 2.16	\$ 1.69	\$ 2.24	\$ 2.90	\$ 2.78
Diluted earnings per share	\$ 2.14	\$ 1.69	\$ 2.23	\$ 2.87	\$ 2.74
Weighted-average number of shares—basic	393	399	411	435	461
Weighted-average number of shares—diluted	396	400	413	440	467
Cash dividends declared and paid per share	\$ 0.92	\$ 0.92	\$ 0.92	\$ 0.88	\$ 0.70
Balance Sheet Information (\$ in millions)					
Merchandise inventory	\$ 1,997	\$ 1,830	\$ 1,873	\$ 1,889	\$ 1,928
Total assets	\$ 7,989	\$ 7,610	\$ 7,473	\$ 7,690	\$ 7,849
Working capital (a)	\$ 2,107	\$ 1,862	\$ 1,450	\$ 2,083	\$ 1,985
Total long-term debt, less current maturities	\$ 1,249	\$ 1,248	\$ 1,310	\$ 1,332	\$ 1,369
Stockholders’ equity	\$ 3,144	\$ 2,904	\$ 2,545	\$ 2,983	\$ 3,062
Other Data (\$ and square footage in millions)					
Cash used for purchases of property and equipment	\$ 731	\$ 524	\$ 726	\$ 714	\$ 670
Percentage increase (decrease) in comparable sales	3 %	(2)%	(4)%	—%	2%
Number of Company-operated store locations open at year-end	3,165	3,200	3,275	3,280	3,164
Number of franchise store locations open at year-end	429	459	446	429	375
Number of total store locations open at year-end	3,594	3,659	3,721	3,709	3,539
Square footage of Company-operated store space at year-end	36.4	36.7	37.9	38.1	37.2
Percentage increase (decrease) in square footage of Company-operated store space at year-end	(0.8)%	(3.2)%	(0.5)%	2.4%	0.8%
Number of employees at year-end	135,000	135,000	141,000	141,000	137,000

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- (a) In fiscal year 2015, we adopted the Financial Accounting Standards Board, Accounting Standard Update No. 2015-17, Income Taxes. The adoption reduced the current portion of deferred tax assets as a result of classifying all net deferred tax assets as noncurrent as of January 30, 2016 on a prospective basis.
 - (b) In fiscal year 2017, the company recognized a net provisional tax impact of approximately \$34 million, which represents the provisional tax impact of federal tax reform of \$57 million, net of a related \$23 million benefit related to legal entity structuring that was also impacted by tax reform. Fiscal 2017 results also include incremental sales attributable to the 53rd week.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Overview

We are a global retailer offering apparel, accessories, and personal care products for men, women, and children under the Old Navy, Gap, Banana Republic, Athleta, and Intermix brands. We have Company-operated stores in the United States, Canada, the United Kingdom, France, Ireland, Japan, Italy, China, Hong Kong, Taiwan, and Mexico. We have franchise agreements with unaffiliated franchisees to operate Old Navy, Gap, and Banana Republic stores throughout Asia, Europe, Latin America, the Middle East, and Africa. Under these agreements, third parties operate, or will operate, stores that sell apparel and related products under our brand names. Our products are also available to customers online through Company-owned websites and through the use of third parties that provide logistics and fulfillment services. In addition to operating in the specialty, outlet, online, and franchise channels, we also use our omni-channel capabilities to bridge the digital world and physical stores to further enhance our shopping experience for our customers. Our omni-channel services, including order-in-store, reserve-in-store, find-in-store, and ship-from-store, as well as enhanced mobile experiences, are tailored uniquely across our portfolio of brands. Most of the products sold under our brand names are designed by us and manufactured by independent sources. We also sell products that are designed and manufactured by branded third parties, primarily at our Intermix brand.

We identify our operating segments according to how our business activities are managed and evaluated. As of February 3, 2018, our operating segments included Gap Global, Old Navy Global, Banana Republic Global, Athleta, and Intermix. We have determined that each of our operating segments share similar economic and other qualitative characteristics, and therefore the results of our operating segments are aggregated into one reportable segment.

Fiscal 2017 consisted of 53 weeks versus 52 weeks in fiscal 2016 and 2015. Net sales and operating results, as well as other metrics derived from the Consolidated Statement of Income, include the impact of the additional week; however, the comparable sales calculation excludes the 53rd week.

On August 29, 2016, a fire occurred in one of the buildings at a Company-owned distribution center campus in Fishkill, New York ("the Fishkill fire"). In January 2018, the Company agreed upon a final settlement with its insurers and all insurance proceeds were received as of February 3, 2018.

In May 2016, we announced measures to better align talent and financial resources against our most important priorities to position the Company for improved business performance and long-term success. Our aim is to capture additional market share in our home market, North America, where we have our largest structural advantages, and to focus on international regions with the greatest potential. As part of this effort, we closed the entire fleet of 53 Old Navy stores in Japan during fiscal 2016. Japan remains an important market for the Company's portfolio, with a continued strong presence of approximately 200 Gap and Banana Republic stores. Including the Old Navy closures in Japan, the Company closed 67 stores in total related to these measures in fiscal 2016.

We also took steps toward creating a more efficient operating model, enabling us to more fully leverage our scale. For example, we centralized or consolidated several brand and corporate functions, allowing us to simplify the organization and operate more efficiently.

In connection with the decision to close stores and streamline the Company's operations, the Company incurred \$197 million in restructuring costs during fiscal 2016 on a pre-tax basis. The charges primarily include lease termination fees, employee-related costs, and store asset impairment. Certain of the costs incurred in foreign subsidiaries did not result in a tax benefit.

Fiscal 2015 results were impacted by a series of strategic actions to position Gap brand for improved business performance in the future, including rightsizing the Gap brand store fleet primarily in North America, streamlining the brand's headquarter workforce, and developing a clear, on-brand product aesthetic framework to strengthen the Gap brand to compete more successfully on the global stage. During fiscal 2015, the Company completed the closure of about 150 Gap global specialty stores related to the strategic actions. During fiscal 2015, the Company incurred \$132 million of charges in connection with the strategic actions, primarily consisting of impairment of store assets related to underperforming stores, lease termination fees and lease losses, employee-related expenses, and impairment of inventory that did not meet brand standards.

Financial results for fiscal 2017 are as follows:

- Net sales for fiscal 2017 increased 2 percent to \$15.9 billion compared with \$15.5 billion for fiscal 2016.
- Comparable sales for fiscal 2017 increased 3 percent.
- Gross profit for fiscal 2017 was \$6.1 billion compared with \$5.6 billion for fiscal 2016. Gross margin for fiscal 2017 was 38.3 percent compared with 36.3 percent for fiscal 2016.
- Operating margin for fiscal 2017 was 9.3 percent compared with 7.7 percent for fiscal 2016. Operating margin is defined as operating income as a percentage of net sales.
- Net income for fiscal 2017 was \$848 million compared with \$676 million for fiscal 2016, and diluted earnings per share was \$2.14 for fiscal 2017 compared with \$1.69 for fiscal 2016. Diluted earnings per share for fiscal 2017 included about a \$0.10 benefit from the gain from insurance proceeds related to the Fishkill fire and an unfavorable net provisional tax impact of federal tax reform of about \$0.09. Diluted earnings per share for fiscal 2016 included about a \$0.41 impact of restructuring costs incurred during fiscal 2016, a non-cash goodwill impairment charge of \$0.18 related to Intermix, an \$0.11 benefit from the gain from insurance proceeds related to the Fishkill fire, and a favorable income tax impact of a legal structure realignment of about \$0.15.
- During fiscal 2017, we distributed \$676 million to shareholders through share repurchases and dividends.

Our business priorities in 2018 include:

- offering product that is consistently brand-appropriate and on-trend with high customer acceptance, with a focus on expanding our advantage in loyalty categories;
- investing in digital and customer capabilities to support growth;
- creating a unique and differentiated shopping experience that attracts new customers and builds loyalty, with focus on both the physical and digital expressions of our brands;
- increasing productivity by leveraging our scale and streamlining operations and processes throughout the organization;
- continuing to integrate social and environmental sustainability into business practices to support long term growth; and
- attracting and retaining strong talent in our businesses and functions.

In fiscal 2018, we are focused on investing strategically in the business while maintaining operating expense discipline and driving efficiency through our productivity initiative. One of our primary objectives is to continue transforming our product to market process, with the development of a more efficient operating model, allowing us to more fully leverage our scale. To enable this, we have several product, supply chain, and IT initiatives underway. Further, we expect to continue our investment in customer experience to drive higher customer engagement and loyalty across all of our brands and channels, resulting in market share gains. Finally, we will continue to invest in strengthening brand awareness, customer acquisition, and digital capabilities. Underpinning these strategies is a focus on utilizing data, analytics, and technology to respond faster while making decisions that will fuel market share gains and lead to a more nimble organization.

Fiscal 2018 will consist of 52 weeks versus 53 weeks in fiscal 2017.

Results of Operations

Net Sales

See Item 8, Financial Statements and Supplementary Data, Note 16 of Notes to Consolidated Financial Statements for net sales by brand and region.

Comparable Sales ("Comp Sales")

The percentage change in Comp Sales by global brand and for total Company, as compared with the preceding year, is as follows:

	Fiscal Year		
	2017	2016	2015
Gap Global	(1)%	(3)%	(6)%
Old Navy Global	6 %	1 %	— %
Banana Republic Global	(2)%	(7)%	(10)%
The Gap, Inc.	3 %	(2)%	(4)%

Comp Sales include the results of Company-operated stores and sales through online channels in those countries where we have existing comparable store sales. The calculation of The Gap, Inc. Comp Sales includes the results of Athleta and Intermix but excludes the results of our franchise business.

A store is included in the Comp Sales calculations when it has been open and operated by the Company for at least one year and the selling square footage has not changed by 15 percent or more within the past year. A store is included in the Comp Sales calculations on the first day it has comparable prior year sales. Stores in which the selling square footage has changed by 15 percent or more as a result of a remodel, expansion, or reduction are excluded from the Comp Sales calculations until the first day they have comparable prior year sales.

A store is considered non-comparable ("Non-comp") when it has been open and operated by the Company for less than one year or has changed its selling square footage by 15 percent or more within the past year.

A store is considered "Closed" if it is temporarily closed for three or more full consecutive days or it is permanently closed. When a temporarily closed store reopens, the store will be placed in the Comp/Non-comp status it was in prior to its closure. If a store was in Closed status for three or more days in the prior year, the store will be in Non-comp status for the same days the following year.

Current year foreign exchange rates are applied to both current year and prior year Comp Sales to achieve a consistent basis for comparison.

Store Count and Square Footage Information

Net sales per average square foot is as follows:

	Fiscal Year		
	2017 (2)	2016	2015
Net sales per average square foot (1)	\$ 340	\$ 334	\$ 337

(1) Excludes net sales associated with our online and franchise businesses. Online sales includes both sales through our online channels as well as ship-from-store sales.

(2) Fiscal 2017 includes incremental sales attributable to the 53rd week.

Store count, openings, closings, and square footage for our stores are as follows:

	January 28, 2017	Fiscal 2017		February 3, 2018	
	Number of Store Locations	Number of Stores Opened	Number of Stores Closed	Number of Store Locations	Square Footage (in millions)
Gap North America	844	8	42	810	8.4
Gap Asia	311	52	50	313	3.0
Gap Europe	164	3	12	155	1.3
Old Navy North America	1,043	32	9	1,066	17.7
Old Navy Asia	13	1	—	14	0.2
Banana Republic North America	601	5	30	576	4.9
Banana Republic Asia	48	1	4	45	0.2
Banana Republic Europe	1	—	1	—	—
Athleta North America	132	16	—	148	0.6
Intermix North America	43	—	5	38	0.1
Company-operated stores total	3,200	118	153	3,165	36.4
Franchise	459	34	64	429	N/A
Total	3,659	152	217	3,594	36.4
Decrease over prior year				(1.8)%	(0.8)%

	January 30, 2016	Fiscal 2016		January 28, 2017	
	Number of Store Locations	Number of Stores Opened	Number of Stores Closed	Number of Store Locations	Square Footage (in millions)
Gap North America	866	14	36	844	8.8
Gap Asia	305	27	21	311	3.0
Gap Europe	175	2	13	164	1.4
Old Navy North America	1,030	27	14	1,043	17.4
Old Navy Asia	65	5	57	13	0.2
Banana Republic North America	612	9	20	601	5.0
Banana Republic Asia	51	—	3	48	0.2
Banana Republic Europe	10	—	9	1	—
Athleta North America	120	12	—	132	0.6
Intermix North America	41	3	1	43	0.1
Company-operated stores total	3,275	99	174	3,200	36.7
Franchise	446	56	43	459	N/A
Total	3,721	155	217	3,659	36.7
Decrease over prior year				(1.7)%	(3.2)%

Gap and Banana Republic outlet and factory stores are reflected in each of the respective brands.

In fiscal 2018, we expect net openings of about 25 Company-operated store locations, primarily for Old Navy and Athleta, with closures weighted toward Gap brand and Banana Republic.

Net Sales Discussion

Our net sales for fiscal 2017 increased \$339 million, or 2 percent, compared with fiscal 2016, primarily due to an increase in net sales at Old Navy and Athleta, partially offset by a decrease in net sales at Gap and Banana Republic. The translation of net sales in foreign currencies to U.S. dollars had an unfavorable impact of about \$11 million for fiscal 2017 and is calculated by translating net sales for fiscal 2016 at exchange rates applicable during fiscal 2017. Fiscal 2017 includes incremental sales attributable to the 53rd week.

Our net sales for fiscal 2016 decreased \$281 million, or 2 percent, compared with fiscal 2015 primarily due to a decrease in net sales at Gap and Banana Republic, partially offset by an increase in net sales at Old Navy and Athleta. The translation of net sales in foreign currencies to U.S. dollars had an unfavorable impact of about \$20 million for fiscal 2016 and is calculated by translating net sales for fiscal 2015 at exchange rates applicable during fiscal 2016.

In fiscal 2018, we will return to a 52-week fiscal year which could potentially impact the seasonality of net sales throughout the year as a result of the calendar shift of our fiscal quarters in fiscal 2018 compared with fiscal 2017.

Cost of Goods Sold and Occupancy Expenses

(\$ in millions)	Fiscal Year		
	2017	2016	2015
Cost of goods sold and occupancy expenses	\$ 9,789	\$ 9,876	\$ 10,077
Gross profit	\$ 6,066	\$ 5,640	\$ 5,720
Cost of goods sold and occupancy expenses as a percentage of net sales	61.7%	63.7%	63.8%
Gross margin	38.3%	36.3%	36.2%

Cost of goods sold and occupancy expenses decreased 2.0 percentage points as a percentage of net sales in fiscal 2017 compared with fiscal 2016.

- Cost of goods sold decreased 1.3 percentage points as a percentage of net sales in fiscal 2017 compared with fiscal 2016, primarily driven by higher margins achieved as a result of improved average selling price per unit at all global brands; partially offset by higher average unit cost at all global brands. This was offset by a negative foreign exchange impact for our foreign subsidiaries as our merchandise purchases are primarily in U.S. dollars.
- Occupancy expenses decreased 0.7 percentage points as a percentage of net sales in fiscal 2017 compared with fiscal 2016, primarily driven by an increase in online sales without a corresponding increase in occupancy expenses, international store closures, and higher sales from the impact of the 53rd week; partially offset by real estate expenses for the Times Square New York location for Gap and Old Navy.

Cost of goods sold and occupancy expenses decreased 0.1 percentage points as a percentage of net sales in fiscal 2016 compared with fiscal 2015.

- Cost of goods sold decreased 0.3 percentage points as a percentage of net sales in fiscal 2016 compared with fiscal 2015, primarily driven by higher selling at regular prices at all global brands and improved product acceptance resulting in improved margins at Old Navy. This was offset by a negative foreign exchange impact for our foreign subsidiaries as our merchandise purchases are primarily in U.S. dollars.
- Occupancy expenses increased 0.2 percentage points as a percentage of net sales in fiscal 2016 compared with fiscal 2015, primarily driven by the decrease in net sales without a corresponding decrease in occupancy expenses.

In fiscal 2018, we currently expect that gross margins for our foreign subsidiaries, net of the impact from our merchandise hedge program, will be slightly favorable due to the appreciation of certain foreign currencies as our merchandise purchases are primarily in U.S. dollars.

Operating Expenses and Operating Margin

(\$ in millions)	Fiscal Year		
	2017	2016	2015
Operating expenses	\$ 4,587	\$ 4,449	\$ 4,196
Operating expenses as a percentage of net sales	28.9%	28.7%	26.6%
Operating margin	9.3%	7.7%	9.6%

Operating expenses increased \$138 million or 0.2 percentage points as a percentage of net sales in fiscal 2017 compared with fiscal 2016 primarily due to the following:

- an increase in variable costs, such as payroll-related costs, due to the growth in Old Navy and Athleta brands, increase in bonus expense, and the 53rd week impact;
- an increase in advertising; and
- an increase in overhead costs related to productivity work including investments in customer and digital initiatives as well as severance expenses and the impacts of store closures; partially offset by
- a gain from insurance proceeds of \$64 million related to the Fishkill fire recorded in the second quarter of fiscal year 2017;
- a decrease of \$197 million of restructuring costs incurred in fiscal year 2016; and
- a decrease of \$71 million related to a goodwill impairment charges for Intermix in fiscal year 2016.

Operating expenses increased \$253 million or 2.1 percentage points as a percentage of net sales in fiscal 2016 compared with fiscal 2015 primarily due to the following:

- restructuring costs of \$197 million in fiscal 2016 compared with the costs related to strategic actions of \$98 million in fiscal 2015;
- store asset impairment charges of \$53 million unrelated to restructuring activities in fiscal 2016 compared with store asset impairment charges of \$16 million unrelated to the strategic actions in fiscal 2015;
- a goodwill impairment charge related to Intermix in fiscal 2016 of \$71 million; and
- an increase in bonus and marketing expense; partially offset by
- a gain from insurance proceeds of \$73 million related to the Fishkill fire, representing the excess over the loss on inventory; and
- higher income from revenue sharing payments from Synchrony.

Interest Expense

(\$ in millions)	Fiscal Year		
	2017	2016	2015
Interest expense	\$ 74	\$ 75	\$ 59

Interest expense for fiscal 2017 and 2016 primarily includes interest on overall borrowings and obligations mainly related to our \$1.25 billion long-term debt.

Interest expense for fiscal 2015 includes \$74 million of interest on overall borrowings and obligations mainly related to our \$1.25 billion long-term debt, offset by a reversal of \$15 million of interest expense primarily resulting from a favorable foreign tax ruling and actions of foreign tax authorities related to transfer pricing matters in fiscal 2015.

Income Taxes

(\$ in millions)	Fiscal Year		
	2017	2016	2015
Income taxes	\$ 576	\$ 448	\$ 551
Effective tax rate	40.4%	39.9%	37.5%

On December 22, 2017, the Tax Cuts and Jobs Act of 2017 ("TCJA") was enacted into law, which significantly changes existing U.S. tax law and includes numerous provisions that affect our business, such as imposing a one-time transition tax on deemed repatriation of deferred foreign income, reducing the U.S. federal statutory tax rate, and adopting a territorial tax system. The TCJA resulted in a one-time transition tax, payable over eight years without interest or penalties, on deferred foreign income not previously subject to U.S. income tax at a rate of 15.5% for income held in foreign cash and certain other net current assets, and 8% on the remaining income. The TCJA also reduces the U.S. federal statutory tax rate from 35% to 21% effective January 1, 2018, which resulted in a remeasurement of deferred tax assets and liabilities.

We have calculated a reasonable estimate of the impact of the TCJA in our income tax provision in accordance with our understanding of guidance available as of the date of this filing and as a result have recorded \$57 million as additional income tax expense in the fourth quarter of fiscal 2017, the period in which the legislation was enacted.

The increase in the effective tax rate for fiscal 2017 compared with fiscal 2016 was primarily due to the impact of the TCJA, partially offset by the recognition of certain tax benefits associated with legal structure changes.

The increase in the effective tax rate for fiscal 2016 compared with fiscal 2015 was primarily due to the impact of restructuring costs incurred in certain foreign subsidiaries for which the Company was not able to recognize any tax benefit and the impact of a non-deductible goodwill impairment charge related to Intermix. The increase was partially offset by the recognition of certain foreign tax benefits associated with a legal structure realignment.

Liquidity and Capital Resources

Our largest source of cash flows is cash collections from the sale of our merchandise. Our primary uses of cash include merchandise inventory purchases, occupancy costs, personnel-related expenses, purchases of property and equipment, and payment of taxes. In addition, we may have dividend payments, debt repayments, and share repurchases.

We consider the following to be measures of our liquidity and capital resources:

(\$ in millions)	February 3, 2018	January 28, 2017	January 30, 2016
Cash and cash equivalents	\$ 1,783	\$ 1,783	\$ 1,370
Debt	\$ 1,249	\$ 1,313	\$ 1,731
Working capital	\$ 2,107	\$ 1,862	\$ 1,450
Current ratio	1.86:1	1.76:1	1.57:1

As of February 3, 2018, the majority of our cash and cash equivalents was held in the United States and is generally accessible without any limitations.

In October 2015, the Company entered into a \$400 million unsecured term loan (the "Term Loan"), which was fully repaid in January 2017.

In January 2014, the Company entered into a 15 billion Japanese yen, four-year, unsecured term loan ("Japan Term Loan"), which was fully repaid in June 2017.

We believe that current cash balances and cash flows from our operations will be sufficient to support our business operations, including growth initiatives, planned capital expenditures, and repayment of debt, for the next 12 months and beyond. We are also able to supplement near-term liquidity, if necessary, with our \$500 million revolving credit facility or other available market instruments.

Cash Flows from Operating Activities

Net cash provided by operating activities during fiscal 2017 decreased \$339 million compared with fiscal 2016, primarily due to the following:

Net income

- an increase of \$172 million in net income.

Non-cash items

- a decrease of \$79 million in store asset impairment charges in fiscal 2017 compared with fiscal 2016 in part due to restructuring activities in fiscal 2016; and
- a decrease of \$71 million due to a goodwill impairment charge related to Intermix during fiscal 2016.

Changes in operating assets and liabilities

- a decrease of \$236 million related to accounts payable primarily due to timing of payments;
- a decrease of \$188 million related to merchandise inventory primarily due to the volume and timing of receipts; and
- a decrease of \$71 million related to income taxes payable, net of prepaid and other tax-related items, primarily due to the timing of tax payments, partially offset by an increase in estimated current expense in fiscal 2017 compared with fiscal 2016; partially offset by
- an increase of \$115 million related to the recognition of deferred tax expense in fiscal 2017 compared with deferred tax benefit in fiscal 2016 primarily due to the deferred tax impact of federal tax reform and favorable current year temporary differences.

Net cash provided by operating activities during fiscal 2016 increased \$125 million compared with fiscal 2015, primarily due to the following:

Net income

- a decrease of \$244 million in net income.

Non-cash items

- an increase of \$246 million related to non-cash and other items primarily due to the lower gain reclassified into income related to our derivative financial instruments in fiscal 2016 compared with fiscal 2015, a goodwill impairment charge related to Intermix of \$71 million during fiscal 2016, and an increase of \$53 million related to store asset impairment; partially offset by
- a decrease of \$155 million related to deferred income taxes driven by fluctuations in book versus tax temporary differences for bonus accruals, depreciation, and share-based compensation.

Changes in operating assets and liabilities

- an increase of \$193 million related to accounts payable primarily due to the timing of merchandise and lease payments;
- an increase of \$117 million related to accrued expenses and other current liabilities primarily due to bonus accruals; and
- an increase of \$52 million related to merchandise inventory primarily due to the volume and timing of receipts; partially offset by
- a decrease of \$79 million related to other current assets and other long-term assets in part due to the insurance claim receivable from the Fishkill fire.

We fund inventory expenditures during normal and peak periods through cash flows from operating activities and available cash. Our business follows a seasonal pattern, with sales peaking during the end-of-year holiday period. The seasonality of our operations, combined with the calendar shift of weeks in fiscal 2018 compared with fiscal 2017 as a result of the 53rd week in fiscal 2017, may lead to significant fluctuations in certain asset and liability accounts between fiscal year-end and subsequent interim periods.

Cash Flows from Investing Activities

Net cash used for investing activities during fiscal 2017 increased \$139 million compared with fiscal 2016, primarily due to the following:

- \$207 million increase for purchases of property and equipment in fiscal 2017 compared with fiscal 2016 primarily related to the rebuilding of the Company's Fishkill, New York distribution center campus; partially offset by
- \$66 million related to insurance proceeds allocated to loss on property and equipment in fiscal 2017 primarily related to the Fishkill fire compared with no insurance proceeds allocated to loss on property and equipment in fiscal 2016.

Net cash used for investing activities during fiscal 2016 decreased \$201 million compared with fiscal 2015, primarily due to less property and equipment purchases.

In fiscal 2017, cash used for purchases of property and equipment was \$731 million primarily related to investments in stores, information technology, and supply chain, including costs associated with the rebuilding of the company's Fishkill, New York distribution center campus.

Cash Flows from Financing Activities

Net cash used for financing activities during fiscal 2017 decreased \$46 million compared with fiscal 2016, primarily due to the following:

- \$67 million related to the final repayment of the Japan term loan in full in June 2017 compared with a \$421 million payment of debt in fiscal 2016; partially offset by
- \$315 million of cash used for repurchases of common stock in fiscal 2017 compared with no repurchases of common stock in fiscal 2016.

Net cash used for financing activities during fiscal 2016 decreased \$213 million compared with fiscal 2015, primarily due to the following:

- no repurchases of common stock in fiscal 2016 compared with \$1 billion cash outflow related to repurchases of common stock in fiscal 2015; partially offset by
- no debt issuances in fiscal 2016 compared with the issuance of \$400 million in debt in fiscal 2015; and
- the repayment of \$400 million in debt in fiscal 2016.

Free Cash Flow

Free cash flow is a non-GAAP financial measure. We believe free cash flow is an important metric because it represents a measure of how much cash a company has available for discretionary and non-discretionary items after the deduction of capital expenditures as we require regular capital expenditures to build and maintain stores and purchase new equipment to improve our business. We use this metric internally, as we believe our sustained ability to generate free cash flow is an important driver of value creation. However, this non-GAAP financial measure is not intended to supersede or replace our GAAP result. Free cash flow for fiscal 2017 is further adjusted for insurance proceeds allocated to loss on property and equipment, as our cash used for purchases of property and equipment for fiscal 2017 includes certain capital expenditures related to the rebuilding of the Company-owned distribution center which was impacted by the Fishkill fire.

The following table reconciles free cash flow, a non-GAAP financial measure, from net cash provided by operating activities, a GAAP financial measure.

(\$ in millions)	Fiscal Year		
	2017	2016	2015
Net cash provided by operating activities	\$ 1,380	\$ 1,719	\$ 1,594
Less: Purchases of property and equipment	(731)	(524)	(726)
Add: Insurance proceeds related to loss on property and equipment	66	—	—
Free cash flow	\$ 715	\$ 1,195	\$ 868

Debt and Credit Facilities

Certain financial information about the Company's debt and credit facilities is set forth under the headings "Debt" and "Credit Facilities" in Notes 4 and 5, respectively, of Notes to Consolidated Financial Statements included in Item 8, Financial Statements and Supplementary Data, of this Form 10-K.

Dividend Policy

In determining whether and at what level to declare a dividend, we consider a number of factors including sustainability, operating performance, liquidity, and market conditions.

We paid an annual dividend of \$0.92 per share in fiscal 2017 and fiscal 2016. We intend to increase our annual dividend to \$0.97 per share in fiscal 2018.

Share Repurchases

Certain financial information about the Company's share repurchases is set forth under the heading "Share Repurchases" in Note 8 of Notes to Consolidated Financial Statements included in Item 8, Financial Statements and Supplementary Data, of this Form 10-K.

Contractual Cash Obligations

We are party to many contractual obligations involving commitments to make payments to third parties. The following table provides summary information concerning our future contractual obligations as of February 3, 2018. These obligations impact our short-term and long-term liquidity and capital resource needs. Certain of these contractual obligations are reflected in the Consolidated Balance Sheet as of February 3, 2018, while others are disclosed as future obligations.

(\$ in millions)	Payments Due by Period				Total
	Less than 1 Year	1-3 Years	3-5 Years	More Than 5 Years	
Debt (1)	\$ —	\$ —	\$ 1,250	\$ —	\$ 1,250
Interest payments on debt	74	149	37	—	260
Operating leases (2)	1,162	2,128	1,390	1,792	6,472
Purchase obligations and commitments (3)	3,891	84	26	40	4,041
Total contractual cash obligations	\$ 5,127	\$ 2,361	\$ 2,703	\$ 1,832	\$ 12,023

(1) Represents principal maturities, excluding interest. See Note 4 of Notes to Consolidated Financial Statements for discussion on debt.

(2) Excludes maintenance, insurance, taxes, and contingent rent obligations. See Note 11 of Notes to Consolidated Financial Statements for discussion of our operating leases.

(3) Represents estimated open purchase orders to purchase inventory as well as commitments for products and services used in the normal course of business.

There is \$138 million of long-term liabilities recorded in lease incentives and other long-term liabilities in the Consolidated Balance Sheet as of February 3, 2018 that is excluded from the table above as the amount relates to uncertain tax positions and deferred compensation, and we are not able to reasonably estimate the timing of the payments or the amount by which the liability will increase or decrease over time.

Commercial Commitments

We have commercial commitments, not reflected in the table above, that were incurred in the normal course of business to support our operations, including standby letters of credit of \$15 million, surety bonds of \$43 million, and bank guarantees of \$22 million outstanding (of which \$17 million was issued under the unsecured revolving credit facilities for our operations in foreign locations) as of February 3, 2018.

Other Cash Obligations Not Reflected in the Consolidated Balance Sheet (Off-Balance Sheet Arrangements)

The majority of our contractual obligations relate to operating leases for our stores. Future minimum lease payments represent commitments under non-cancelable operating leases and are disclosed in the table above with additional information provided under the heading "Leases" in Note 11 of Notes to Consolidated Financial Statements included in Item 8, Financial Statements and Supplementary Data, of this Form 10-K.

Critical Accounting Policies and Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to adopt accounting policies and make significant judgments and estimates to develop amounts reflected and disclosed in the financial statements. In many cases, there are alternative policies or estimation techniques that could be used. We maintain a thorough process to review the application of our accounting policies and to evaluate the appropriateness of the many estimates that are required to prepare the financial statements of a large, global corporation. However, even under optimal circumstances, estimates routinely require adjustment based on changing circumstances and the receipt of new or better information.

Our significant accounting policies can be found under the heading "Organization and Summary of Significant Accounting Policies" in Note 1 of Notes to Consolidated Financial Statements included in Item 8, Financial Statements and Supplementary Data, of this Form 10-K. The policies and estimates discussed below include the financial statement elements that are either judgmental or involve the selection or application of alternative accounting policies and are material to our financial statements. Management has discussed the development and selection of these critical accounting policies and estimates with the Audit and Finance Committee of our Board of Directors, which has reviewed our disclosure relating to critical accounting policies and estimates in this annual report on Form 10-K.

Merchandise Inventory

We value inventory at the lower of cost or net realizable value ("LCNRV"), with cost determined using the weighted-average cost method. We review our inventory levels in order to identify slow-moving merchandise and broken assortments (items no longer in stock in a sufficient range of sizes or colors), and we primarily use promotions and markdowns to clear merchandise. We record an adjustment to inventory when future estimated selling price is less than cost. Our LCNRV adjustment calculation requires management to make assumptions to estimate the selling price and amount of slow-moving merchandise and broken assortments subject to markdowns, which is dependent upon factors such as historical trends with similar merchandise, inventory aging, forecasted consumer demand, and the promotional environment. In addition, we estimate and accrue shortage for the period between the last physical count and the balance sheet date. Our shortage estimate can be affected by changes in merchandise mix and changes in actual shortage trends. Historically, actual shortage has not differed materially from our estimates.

We do not believe there is a reasonable likelihood that there will be a material change in the future estimates or assumptions we use to calculate our LCNRV or inventory shortage adjustments. However, if estimates regarding consumer demand are inaccurate or actual physical inventory shortage differs significantly from our estimate, our operating results could be affected. We have not made any material changes in the accounting methodology used to calculate our LCNRV or inventory shortage adjustments in the past three fiscal years.

Impairment of Long-Lived Assets, Goodwill, and Intangible Assets

We review the carrying amount of long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recoverable. Events that result in an impairment review include a significant decrease in the operating performance of the long-lived asset, or the decision to close a store, corporate facility, or distribution center. Long-lived assets are considered impaired if the carrying amount exceeds the estimated undiscounted future cash flows of the asset or asset group. For impaired assets, we recognize a loss equal to the difference between the carrying amount of the asset or asset group and its estimated fair value. The estimated fair value of the asset or asset group is based on estimated discounted future cash flows of the asset or asset group using a discount rate commensurate with the related risk. The asset group is defined as the lowest level for which identifiable cash flows are available and largely independent of the cash flows of other groups of assets. The asset group for our retail stores is reviewed for impairment primarily at the store level. Our estimate of future cash flows requires management to make assumptions and to apply judgment, including forecasting future sales and expenses and estimating useful lives of the assets. These estimates can be affected by factors such as future store results, real estate demand, and economic conditions that can be difficult to predict. We have not made any material changes in the methodology to assess and calculate impairment of long-lived assets in the past three fiscal years. We recorded a charge for the impairment of long-lived assets of \$28 million, \$107 million, and \$54 million for fiscal 2017, 2016, and 2015, respectively, related to store assets, which is recorded in operating expenses in the Consolidated Statements of Income.

We also review the carrying amount of goodwill and other indefinite-lived intangible assets for impairment annually in the fourth quarter of the fiscal year and whenever events or changes in circumstances indicate that it is more likely than not that the carrying amount may not be recoverable. Events that result in an impairment review include significant changes in the business climate, declines in our operating results, or an expectation that the carrying amount may not be recoverable.

We early adopted ASU No. 2017-04, Intangibles - Goodwill and Other: Simplifying the Test for Goodwill Impairment in the first quarter of fiscal 2017. The amendments simplify the subsequent measurement of goodwill impairment by eliminating the requirement to calculate the implied fair value of goodwill to measure a goodwill impairment charge. Under the ASU, the impairment test is simply the comparison of the fair value of a reporting unit with its carrying amount, with the impairment charge being the deficit in fair value but not exceeding the total amount of goodwill allocated to that reporting unit. The simplified one-step impairment test applies to all reporting units (including those with zero or negative carrying amounts).

In connection with the acquisitions of Athleta in September 2008 and Intermix in December 2012, we recorded \$99 million and \$81 million of goodwill. Goodwill is reviewed for impairment using the applicable reporting unit, which is an operating segment or a business unit one level below that operating segment for which discrete financial information is prepared and regularly reviewed by segment management. We have deemed Athleta and Intermix to be the reporting units at which goodwill is tested for Athleta and Intermix, respectively. During the fourth quarter of fiscal 2017, we completed our annual impairment testing of goodwill and we did not recognize any impairment charges. We determined that the respective fair value of goodwill attributed to Athleta and Intermix significantly exceeded their respective carrying amount as of the date of our annual impairment review.

In fiscal 2016, the Company performed the goodwill impairment test under the previous FASB Accounting Standards Codification No. 350 Intangibles - Goodwill and Other as the annual impairment test was performed prior to January 1, 2017. At the end of each of the first three quarters of fiscal 2016, given the information available at the time of those assessments, we determined that there were no events or circumstances that indicated any impairment for goodwill related to Intermix. During the fourth quarter of fiscal 2016, management updated the fiscal 2017 budget and financial projections beyond fiscal 2017 for Intermix. There were several factors that caused the financial projections and estimates to significantly decrease from the previous estimates, which included: poor fourth quarter of fiscal 2016 holiday performance at Intermix stores, the decision to reduce expected future store openings, the approval of additional store closures in fiscal 2017, and the budgeting of additional headcount required to support increased focus on the online business. These factors arising during the fourth quarter of fiscal 2016 had a significant and negative impact on the estimated fair value of the Intermix reporting unit, and we determined that the Intermix reporting unit's carrying value exceeded its fair value as of the date of our annual impairment review. As such, we performed the second step of the goodwill impairment test which resulted in an impairment charge of \$71 million for goodwill related to Intermix in fiscal 2016. This impairment charge reduced the \$81 million of purchase price allocated to goodwill in connection with the acquisition of Intermix in December 2012 to \$10 million as of January 28, 2017.

We did not recognize any impairment charges for goodwill in fiscal 2015.

As of February 3, 2018, the aggregate carrying value of trade names was \$95 million, which primarily consisted of \$54 million and \$38 million related to Athleta and Intermix, respectively. A trade name is considered impaired if the carrying amount exceeds its estimated fair value. If a trade name is considered impaired, we recognize a loss equal to the difference between the carrying amount and the estimated fair value of the trade name. The fair value of the trade names is determined using the relief from royalty method. During the fourth quarter of fiscal 2017, we completed our annual impairment review of the trade names, and we did not recognize any impairment charges.

These analyses require management to make assumptions and to apply judgment, including forecasting future sales and expenses, and selecting appropriate discount rates and royalty rates, which can be affected by economic conditions and other factors that can be difficult to predict.

If actual store and online results and brand performance, real estate market conditions, and economic conditions including interest rates are not consistent with our estimates and assumptions used in our calculations, we may be exposed to additional impairment losses that could be material.

Revenue Recognition

While revenue recognition for the Company does not involve significant judgment, it represents an important accounting policy. We recognize revenue and the related cost of goods sold at the time the products are received by the customers. For sales transacted at stores, revenue is recognized when the customer receives and pays for the merchandise at the register. For sales where we ship the merchandise to the customer from a distribution center or store, revenue is recognized at the time we estimate the customer receives the merchandise.

We sell merchandise to franchisees under multi-year franchise agreements. We recognize revenue from sales to franchisees at the time merchandise ownership is transferred to the franchisee, which generally occurs when the merchandise reaches the franchisee's predesignated turnover point. We also receive royalties from franchisees primarily based on a percentage of the total merchandise purchased by the franchisee, net of any refunds or credits due them. Royalty revenue is recognized primarily when merchandise ownership is transferred to the franchisee.

We record an allowance for estimated returns based on our historical return patterns and various other assumptions that management believes to be reasonable. We do not believe there is a reasonable likelihood that there will be a material change in the future estimates or assumptions we use to calculate our sales return allowance. However, if the actual rate of sales returns increases significantly, our operating results could be adversely affected. We have not made any material changes in the accounting methodology used to estimate future sales returns in the past three fiscal years.

See Note 1 of Notes to Consolidated Financial Statements included in Item 8, Financial Statements and Supplementary Data, of this Form 10-K for recent accounting pronouncements related to revenue recognition and expected impact from the adoption of new standards.

Unredeemed Gift Cards, Gift Certificates, and Credit Vouchers

Upon issuance of a gift card, gift certificate, or credit voucher, a liability is established for its cash value. The liability is relieved and net sales are recorded upon redemption by the customer. Over time, some portion of these instruments is not redeemed ("breakage"). Based on historical redemption patterns, we determine breakage income for gift cards, gift certificates, and credit vouchers when we can determine the portion of the liability where redemption is remote, which is three years after issuance. Breakage income, which has been historically immaterial, is recorded in other income which is a component of operating expenses in the Consolidated Statements of Income. When breakage income is recorded, a liability is recognized for any legal obligation to remit the unredeemed portion to relevant jurisdictions. Substantially all of our gift cards, gift certificates, and credit vouchers have no expiration dates.

We do not believe there is a reasonable likelihood that there will be a material change in the future estimates or assumptions we use to calculate our breakage income. However, if the actual pattern of redemption for gift cards, gift certificates, and credit vouchers changes significantly, our operating results could be adversely affected. We have not made any material changes in the accounting methodology used to estimate breakage in the past three fiscal years. See Note 1 of Notes to Consolidated Financial Statements included in Item 8, Financial Statements and Supplementary Data, of this Form 10-K for recent accounting pronouncements related to revenue recognition and expected impact on recognition of breakage income from the adoption of new standards.

Income Taxes

We record a valuation allowance against our deferred tax assets when it is more likely than not that some portion or all of such deferred tax assets will not be realized. In determining the need for a valuation allowance, management is required to make assumptions and to apply judgment, including forecasting future income, taxable income, and the mix of income or losses in the jurisdictions in which we operate. Our effective tax rate in a given financial statement period may also be materially impacted by changes in the mix and level of income or losses, changes in the expected outcome of audits, or changes in the deferred tax valuation allowance.

At any point in time, many tax years are subject to or in the process of being audited by various taxing authorities. To the extent our estimates of settlements change or the final tax outcome of these matters is different from the amounts recorded, such differences will impact the income tax provision in the period in which such determinations are made. Our income tax expense includes changes in our estimated liability for exposures associated with our various tax filing positions. Determining the income tax expense for these potential assessments requires management to make assumptions that are subject to factors such as proposed assessments by tax authorities, changes in facts and circumstances, issuance of new regulations, and resolution of tax audits.

We believe the judgments and estimates discussed above are reasonable. However, if actual results are not consistent with our estimates or assumptions, we may be exposed to losses or gains that could be material.

See Note 12 of Notes to Consolidated Financial Statements included in Item 8, Financial Statements and Supplementary Data, of this Form 10-K for the impact of the U.S. Tax Cuts and Jobs Act enacted on December 22, 2017 on income taxes.

Recent Accounting Pronouncements

See "Organization and Summary of Significant Accounting Policies" in Note 1 of Notes to Consolidated Financial Statements included in Item 8, Financial Statements and Supplementary Data, of this Form 10-K for recent accounting pronouncements, including the expected dates of adoption and estimated effects on our Consolidated Financial Statements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

Derivative Financial Instruments

Certain financial information about the Company's derivative financial instruments is set forth under the heading "Derivative Financial Instruments" in Note 7 of Notes to Consolidated Financial Statements included in Item 8, Financial Statements and Supplementary Data, of this Form 10-K.

We have performed a sensitivity analysis as of February 3, 2018 based on a model that measures the impact of a hypothetical 10 percent adverse change in foreign currency exchange rates to U.S. dollars (with all other variables held constant) on our underlying estimated major foreign currency exposures, net of derivative financial instruments. The foreign currency exchange rates used in the model were based on the spot rates in effect as of February 3, 2018. The sensitivity analysis indicated that a hypothetical 10 percent adverse movement in foreign currency exchange rates would have an unfavorable impact on the underlying cash flow, net of our foreign exchange derivative financial instruments, of \$40 million as of February 3, 2018.

Debt

Certain financial information about the Company's debt is set forth under the heading "Debt" in Note 4 of Notes to Consolidated Financial Statements included in Item 8, Financial Statements and Supplementary Data, of this Form 10-K.

Our \$1.25 billion aggregate principal amount of 5.95 percent notes due April 2021 are not subject to interest rate risk as they have a fixed interest rate.

A final repayment of 7.5 billion Japanese yen for the 15 billion Japanese yen, four-year, unsecured Japan Term Loan due January 2018 was fully repaid in June 2017.

Cash Equivalents

We have highly liquid fixed and variable income investments classified as cash equivalents, which are placed primarily in time deposits and money market funds. We value these investments at their original purchase prices plus interest that has accrued at the stated rate. The value of our investments is not subject to material interest rate risk. However, changes in interest rates would impact the interest income derived from our investments. We earned interest income of \$19 million in fiscal 2017.

Item 8. Financial Statements and Supplementary Data.

**THE GAP, INC.
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Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of The Gap, Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of The Gap, Inc. and subsidiaries (the "Company") as of February 3, 2018 and January 28, 2017, the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows, for each of the fiscal years ended February 3, 2018, January 28, 2017 and January 30, 2016, and the related notes (collectively referred to as the "financial statements"). We also have audited the Company's internal control over financial reporting as of February 3, 2018, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of February 3, 2018 and January 28, 2017, and the results of its operations and its cash flows for each of the fiscal years ended February 3, 2018, January 28, 2017 and January 30, 2016, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of February 3, 2018, based on *Internal Control - Integrated Framework (2013)* issued by COSO.

Basis for Opinions

The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the financial statements included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures to respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

San Francisco, California
March 20, 2018

We have served as the Company's auditor since at least 1976, in connection with its initial public offering.

THE GAP, INC.
CONSOLIDATED BALANCE SHEETS

(\$ and shares in millions except par value)	February 3, 2018	January 28, 2017
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 1,783	\$ 1,783
Merchandise inventory	1,997	1,830
Other current assets	788	702
Total current assets	4,568	4,315
Property and equipment, net	2,805	2,616
Other long-term assets	616	679
Total assets	<u>\$ 7,989</u>	<u>\$ 7,610</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current maturities of debt	\$ —	\$ 65
Accounts payable	1,181	1,243
Accrued expenses and other current liabilities	1,270	1,113
Income taxes payable	10	32
Total current liabilities	2,461	2,453
Long-term liabilities:		
Long-term debt	1,249	1,248
Lease incentives and other long-term liabilities	1,135	1,005
Total long-term liabilities	2,384	2,253
Commitments and contingencies (see Notes 11 and 15)		
Stockholders' equity:		
Common stock \$0.05 par value		
Authorized 2,300 shares for all periods presented; Issued and Outstanding 389 and 399 shares	19	20
Additional paid-in capital	8	81
Retained earnings	3,081	2,749
Accumulated other comprehensive income	36	54
Total stockholders' equity	3,144	2,904
Total liabilities and stockholders' equity	<u>\$ 7,989</u>	<u>\$ 7,610</u>

See Accompanying Notes to Consolidated Financial Statements

THE GAP, INC.
CONSOLIDATED STATEMENTS OF INCOME

(\$ and shares in millions except per share amounts)	Fiscal Year		
	2017	2016	2015
Net sales	\$ 15,855	\$ 15,516	\$ 15,797
Cost of goods sold and occupancy expenses	9,789	9,876	10,077
Gross profit	6,066	5,640	5,720
Operating expenses	4,587	4,449	4,196
Operating income	1,479	1,191	1,524
Interest expense	74	75	59
Interest income	(19)	(8)	(6)
Income before income taxes	1,424	1,124	1,471
Income taxes	576	448	551
Net income	\$ 848	\$ 676	\$ 920
Weighted-average number of shares—basic	393	399	411
Weighted-average number of shares—diluted	396	400	413
Earnings per share—basic	\$ 2.16	\$ 1.69	\$ 2.24
Earnings per share—diluted	\$ 2.14	\$ 1.69	\$ 2.23

See Accompanying Notes to Consolidated Financial Statements

THE GAP, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(\$ in millions)	Fiscal Year		
	2017	2016	2015
Net income	\$ 848	\$ 676	\$ 920
Other comprehensive income (loss), net of tax:			
Foreign currency translation, net of tax benefit of \$-, \$-, and \$(1)	35	7	(38)
Change in fair value of derivative financial instruments, net of tax (tax benefit) of \$(9), \$(2), and \$21	(51)	(26)	60
Reclassification adjustment for gains on derivative financial instruments, net of (tax) tax benefit of \$3, \$(11), and \$(42)	(2)	(12)	(102)
Other comprehensive loss, net of tax	(18)	(31)	(80)
Comprehensive income	\$ 830	\$ 645	\$ 840

See Accompanying Notes to Consolidated Financial Statements

THE GAP, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(\$ and shares in millions except per share amounts)	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income	Total
	Shares	Amount				
Balance as of January 31, 2015	421	\$ 21	\$ —	\$ 2,797	\$ 165	\$ 2,983
Net income				920		920
Other comprehensive loss, net of tax					(80)	(80)
Repurchases and retirement of common stock	(30)	(1)	(99)	(900)		(1,000)
Issuance of common stock related to stock options and employee stock purchase plans	3	—	65			65
Issuance of common stock and withholding tax payments related to vesting of stock units	3	—	(69)			(69)
Tax benefit from exercise of stock options and vesting of stock units			26			26
Share-based compensation, net of estimated forfeitures			77			77
Common stock dividends (\$0.92 per share)				(377)		(377)
Balance as of January 30, 2016	397	20	—	2,440	85	2,545
Net income				676		676
Other comprehensive loss, net of tax					(31)	(31)
Issuance of common stock related to stock options and employee stock purchase plans	1	—	29			29
Issuance of common stock and withholding tax payments related to vesting of stock units	1	—	(19)			(19)
Tax benefit from exercise of stock options and vesting of stock units			(4)			(4)
Share-based compensation, net of estimated forfeitures			75			75
Common stock dividends (\$0.92 per share)				(367)		(367)
Balance as of January 28, 2017	399	20	81	2,749	54	2,904
Cumulative effect of a change in accounting principle related to stock-based compensation			(5)	3		(2)
Net income				848		848
Other comprehensive loss, net of tax					(18)	(18)
Repurchases and retirement of common stock	(13)	(1)	(156)	(158)		(315)
Issuance of common stock related to stock options and employee stock purchase plans	2	—	30			30
Issuance of common stock and withholding tax payments related to vesting of stock units	1	—	(18)			(18)
Share-based compensation, net of forfeitures			76			76
Common stock dividends (\$0.92 per share)				(361)		(361)
Balance as of February 3, 2018	389	\$ 19	\$ 8	\$ 3,081	\$ 36	\$ 3,144

See Accompanying Notes to Consolidated Financial Statements

THE GAP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

(\$ in millions)	Fiscal Year		
	2017	2016	2015
Cash flows from operating activities:			
Net income	\$ 848	\$ 676	\$ 920
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	559	593	592
Amortization of lease incentives	(60)	(62)	(65)
Share-based compensation	87	76	76
Tax benefit from exercise of stock options and vesting of stock units	—	(4)	26
Excess tax benefit from exercise of stock options and vesting of stock units	—	(1)	(28)
Store asset impairment charges	28	107	54
Goodwill impairment charge	—	71	—
Non-cash and other items	19	(4)	(126)
Deferred income taxes	61	(54)	101
Changes in operating assets and liabilities:			
Merchandise inventory	(142)	46	(6)
Other current assets and other long-term assets	33	54	133
Accounts payable	(90)	146	(47)
Accrued expenses and other current liabilities	34	76	(41)
Income taxes payable, net of prepaid and other tax-related items	(52)	19	(24)
Lease incentives and other long-term liabilities	55	(20)	29
Net cash provided by operating activities	<u>1,380</u>	<u>1,719</u>	<u>1,594</u>
Cash flows from investing activities:			
Purchases of property and equipment	(731)	(524)	(726)
Insurance proceeds related to loss on property and equipment	66	—	—
Other	(3)	(5)	(4)
Net cash used for investing activities	<u>(668)</u>	<u>(529)</u>	<u>(730)</u>
Cash flows from financing activities:			
Proceeds from issuance of debt	—	—	400
Payments of debt	(67)	(421)	(21)
Proceeds from issuances under share-based compensation plans	30	29	65
Withholding tax payments related to vesting of stock units	(18)	(19)	(69)
Repurchases of common stock	(315)	—	(1,015)
Excess tax benefit from exercise of stock options and vesting of stock units	—	1	28
Cash dividends paid	(361)	(367)	(377)
Other	—	—	(1)
Net cash used for financing activities	<u>(731)</u>	<u>(777)</u>	<u>(990)</u>
Effect of foreign exchange rate fluctuations on cash and cash equivalents	19	—	(19)
Net increase (decrease) in cash and cash equivalents	—	413	(145)
Cash and cash equivalents at beginning of period	1,783	1,370	1,515
Cash and cash equivalents at end of period	<u>\$ 1,783</u>	<u>\$ 1,783</u>	<u>\$ 1,370</u>
Non-cash investing activities:			
Purchases of property and equipment not yet paid at end of period	\$ 77	\$ 56	\$ 81
Supplemental disclosure of cash flow information:			
Cash paid for interest during the period	\$ 76	\$ 82	\$ 78
Cash paid for income taxes during the period, net of refunds	\$ 570	\$ 488	\$ 452

See Accompanying Notes to Consolidated Financial Statements

Notes to Consolidated Financial Statements

For the Fiscal Years Ended February 3, 2018, January 28, 2017, and January 30, 2016

Note 1. Organization and Summary of Significant Accounting Policies

Organization

The Gap, Inc., a Delaware corporation, is a global omni-channel retailer offering apparel, accessories, and personal care products for men, women, and children under the Old Navy, Gap, Banana Republic, Athleta, and Intermix brands. We have Company-operated stores in the United States, Canada, the United Kingdom, France, Ireland, Japan, Italy, China, Hong Kong, Taiwan, and Mexico. We also have franchise agreements with unaffiliated franchisees to operate Old Navy, Gap, and Banana Republic stores in approximately 36 other countries around the world. In addition, our products are available to customers online through Company-owned websites and through the use of third parties that provide logistics and fulfillment services.

Principles of Consolidation

The Consolidated Financial Statements include the accounts of The Gap, Inc. and its subsidiaries. All intercompany transactions and balances have been eliminated.

Fiscal Year and Presentation

Our fiscal year is a 52-week or 53-week period ending on the Saturday closest to January 31. The fiscal year ended February 3, 2018 (fiscal 2017) consisted of 53 weeks. The fiscal years ended January 28, 2017 (fiscal 2016) and January 30, 2016 (fiscal 2015) consisted of 52 weeks.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash includes funds deposited in banks and amounts in transit from banks for customer credit card and debit card transactions that process in less than seven days.

All highly liquid investments with original maturities of 91 days or less are classified as cash equivalents. Our cash equivalents are placed primarily in time deposits and money market funds. We value these investments at their original purchase prices plus interest that has accrued at the stated rate. Income related to these securities is recorded in interest income in the Consolidated Statements of Income.

Merchandise Inventory

We value inventory at the lower of cost or net realizable value, with cost determined using the weighted-average cost method. We record an adjustment when future estimated selling price is less than cost. We review our inventory levels in order to identify slow-moving merchandise and broken assortments (items no longer in stock in a sufficient range of sizes or colors) and use promotions and markdowns to clear merchandise. In addition, we estimate and accrue shortage for the period between the last physical count and the balance sheet date.

Derivative Financial Instruments

Derivative financial instruments are recorded at fair value in the Consolidated Balance Sheets as other current assets, other long-term assets, accrued expenses and other current liabilities, or lease incentives and other long-term liabilities.

For derivative financial instruments that are designated and qualify as cash flow hedges, the effective portion of the gain or loss on the derivative financial instruments is reported as a component of other comprehensive income ("OCI") and is recognized in income in the period in which the underlying transaction impacts the income statement. For derivative financial instruments that are designated and qualify as net investment hedges, the effective portion of the gain or loss on the derivative financial instruments is reported as a component of OCI and is reclassified into income in the period or periods during which the hedged subsidiary is either sold or liquidated (or substantially liquidated). Gains and losses on the derivative financial instruments representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness, if any, are recognized in current income. For derivative financial instruments not designated as hedging instruments, the gain or loss on the derivative financial instruments is recorded in operating expenses in the Consolidated Statements of Income. Cash flows from derivative financial instruments are classified as cash flows from operating activities in the Consolidated Statements of Cash Flows.

Property and Equipment

Depreciation is computed using the straight-line method over the estimated useful lives of the related assets. Estimated useful lives are as follows:

<u>Category</u>	<u>Term</u>
Leasehold improvements	Shorter of remaining lease term or economic life, up to 15 years
Furniture and equipment	Up to 15 years
Software	3 to 7 years
Buildings and building improvements	Up to 39 years

When assets are sold or retired, the cost and related accumulated depreciation are removed from the accounts, with any resulting gain or loss recorded in operating expenses in the Consolidated Statements of Income. Costs of maintenance and repairs are expensed as incurred.

Asset Retirement Obligations

An asset retirement obligation represents a legal obligation associated with the retirement of a tangible long-lived asset that is incurred upon the acquisition, construction, development, or normal operation of that long-lived asset. The Company's asset retirement obligations are primarily associated with leasehold improvements that we are contractually obligated to remove at the end of a lease to comply with the lease agreement. We recognize asset retirement obligations at the inception of a lease with such conditions if a reasonable estimate of fair value can be made. Asset retirement obligations are recorded in accrued expenses and other current liabilities and lease incentives and other long-term liabilities in the Consolidated Balance Sheets and are subsequently adjusted for changes in estimated asset retirement obligations. The associated estimated asset retirement costs are capitalized as part of the carrying amount of the long-lived asset and depreciated over its useful life.

Revenue Recognition

Revenue is recognized for sales transacted at stores when the customer receives and pays for the merchandise at the register. For sales where we ship the merchandise to the customer from a distribution center or store, revenue is recognized at the time we estimate the customer receives the product. Amounts related to shipping and handling that are billed to customers are recorded in net sales, and the related costs are recorded in cost of goods sold and occupancy expenses in the Consolidated Statements of Income. Revenues are presented net of estimated returns and any taxes collected from customers and remitted to governmental authorities. Allowances for estimated returns are recorded based on estimated margin using our historical return patterns.

We sell merchandise to franchisees under multi-year franchise agreements. We recognize revenue from sales to franchisees at the time merchandise ownership is transferred to the franchisee, which generally occurs when the merchandise reaches the franchisee's predesignated turnover point. These sales are recorded in net sales, and the related cost of goods sold is recorded in cost of goods sold and occupancy expenses in the Consolidated Statements of Income. We also receive royalties from franchisees primarily based on a percentage of the total merchandise purchased by the franchisee, net of any refunds or credits due them. Royalty revenue is recognized primarily when merchandise ownership is transferred to the franchisee and is recorded in net sales in the Consolidated Statements of Income.

Classification of Expenses

Cost of goods sold and occupancy expenses include the following:

- the cost of merchandise;
- inventory shortage and valuation adjustments;
- freight charges;
- online shipping and packaging costs;
- costs associated with our sourcing operations, including payroll, benefits, and other administrative expenses;
- gains and losses associated with foreign currency derivative contracts related to hedging of merchandise purchases and intercompany revenue transactions; and
- rent, occupancy, depreciation, and amortization related to our store operations, distribution centers, and certain corporate functions.

Operating expenses include the following:

- payroll, benefits, and other administrative expenses for our store operations and field management;
- payroll, benefits, and other administrative expenses for our distribution centers;
- payroll, benefits, and other administrative expenses for our corporate functions, including product design and development;
- marketing;
- information technology maintenance costs and expenses;
- rent, occupancy, depreciation, and amortization for our corporate facilities;
- third party credit card processing fees; and
- other expenses (income).

Payroll, benefits, and other administrative expenses for our distribution centers recorded in operating expenses were \$297 million, \$254 million, and \$254 million in fiscal 2017, 2016, and 2015, respectively. We receive payments from third parties that provide our customers with private label credit cards and/or co-branded credit cards. The majority of such income earned is recorded in other income, which is a component of operating expenses, and the remaining portion of income is recognized as a reduction to cost of goods sold and occupancy expenses.

The classification of expenses varies across the apparel retail industry. Accordingly, our cost of goods sold and occupancy expenses and operating expenses may not be comparable to those of other companies.

Rent Expense

Minimum rent expense is recognized over the term of the lease, starting when possession of the property is taken from the landlord, which normally includes a construction period prior to the store opening. When a lease contains a predetermined fixed escalation of the minimum rent, we recognize the related rent expense on a straight-line basis and record the difference between the recognized rent expense and the amounts payable under the lease as a short-term or long-term deferred rent liability. We also receive tenant allowances upon entering into certain leases, which are recorded as a short-term or long-term tenant allowance liability and amortized using the straight-line method as a reduction to rent expense over the term of the lease. Costs related to common area maintenance, insurance, real estate taxes, and other occupancy costs the Company is obligated to pay are excluded from minimum rent expense.

Certain leases provide for contingent rents that are not measurable at inception. These contingent rents are primarily based on a percentage of sales that are in excess of a predetermined level and/or rent increase based on a change in the consumer price index or fair market value. These amounts are excluded from minimum rent and are included in the determination of rent expense when it is probable that the expense has been incurred and the amount can be reasonably estimated.

Impairment of Long-Lived Assets

We review the carrying amount of long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Events that result in an impairment review include a significant decrease in the operating performance of the long-lived asset, or the decision to close a store, corporate facility, or distribution center. Long-lived assets are considered impaired if the carrying amount exceeds the estimated undiscounted future cash flows of the asset or asset group. For impaired assets, we recognize a loss equal to the difference between the carrying amount of the asset or asset group and its estimated fair value, which is recorded in operating expenses in the Consolidated Statements of Income. The estimated fair value of the asset or asset group is based on discounted future cash flows of the asset or asset group using a discount rate commensurate with the related risk. The asset group is defined as the lowest level for which identifiable cash flows are available and largely independent of the cash flows of other groups of assets, which for our retail stores is primarily at the store level.

Goodwill and Intangible Assets

We review the carrying amount of goodwill and other indefinite-lived intangible assets for impairment annually in the fourth quarter of the fiscal year and whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Events that result in an impairment review include significant changes in the business climate, declines in our operating results, or an expectation that the carrying amount may not be recoverable. We assess potential impairment by considering present economic conditions as well as future expectations.

We early adopted ASU No. 2017-04, Intangibles - Goodwill and Other: Simplifying the Test for Goodwill Impairment in the first quarter of fiscal 2017. The amendments simplify the subsequent measurement of goodwill impairment by eliminating the requirement to calculate the implied fair value of goodwill to measure a goodwill impairment charge. Under the ASU, the impairment test is simply the comparison of the fair value of a reporting unit with its carrying amount, with the impairment charge being the deficit in fair value but not exceeding the total amount of goodwill allocated to that reporting unit. The simplified one-step impairment test applies to all reporting units (including those with zero or negative carrying amounts).

In fiscal 2016, the Company performed the goodwill impairment test under the previous FASB Accounting Standards Codification No. 350 Intangibles - Goodwill and Other as the annual impairment test was performed prior to January 1, 2017. Under the previous guidance, we reviewed goodwill for impairment by first assessing qualitative factors to determine whether it was more likely than not that the fair value of the reporting unit was less than its carrying amount, including goodwill, as a basis for determining whether it was necessary to perform the two-step goodwill impairment test. If it was determined that it was more likely than not that the fair value of the reporting unit was less than its carrying amount, the two-step test was performed to identify potential goodwill impairment. If it was determined that it was not more likely than not that the fair value of the reporting unit was less than its carrying amount, it was unnecessary to perform the two-step goodwill impairment test. Based on certain circumstances, we elected to bypass the qualitative assessment and proceeded directly to performing the first step of the two-step goodwill impairment test. The first step of the two-step goodwill impairment test compared the fair value of the reporting unit to its carrying amount, including goodwill. The second step included hypothetically valuing all of the assets and liabilities of the reporting unit as if the reporting unit had been acquired in a business combination. Then, the implied fair value of the reporting unit's goodwill was compared to the carrying amount of that goodwill. If the carrying amount of the reporting unit's goodwill exceeded the implied fair value of the goodwill, we recognized an impairment loss in an amount equal to the excess, not to exceed the carrying amount.

A reporting unit is an operating segment or a business unit one level below that operating segment, for which discrete financial information is prepared and regularly reviewed by segment management. We have deemed Athleta and Intermix to be the reporting units at which goodwill is tested for Athleta and Intermix, respectively.

A trade name is considered impaired if the carrying amount exceeds its estimated fair value. If a trade name is considered impaired, we recognize a loss equal to the difference between the carrying amount and the estimated fair value of the trade name. The fair value of a trade name is determined using the relief from royalty method, which requires management to make assumptions and to apply judgment, including forecasting future sales and expenses, and selecting appropriate discount rates and royalty rates.

Goodwill and other indefinite-lived intangible assets, including the trade names, are recorded in other long-term assets in the Consolidated Balance Sheets.

Pre-Opening Costs

Pre-opening and start-up activity costs, which include rent and occupancy, supplies, advertising, and payroll expenses incurred prior to the opening of a new store or other facility, are expensed in the period in which they occur.

Advertising

Costs associated with the production of advertising, such as writing, copy, printing, and other costs, are expensed as incurred. Costs associated with communicating advertising that has been produced, such as television and magazine costs, are expensed when the advertising event takes place. Advertising expense was \$673 million, \$601 million, and \$578 million in fiscal 2017, 2016, and 2015, respectively, and is recorded in operating expenses in the Consolidated Statements of Income.

Share-Based Compensation

Share-based compensation expense for stock options and other stock awards is determined based on the grant-date fair value. We use the Black-Scholes-Merton option-pricing model to determine the fair value of stock options, which requires the input of subjective assumptions regarding the expected term, expected volatility, dividend yield, and risk-free interest rate. For units granted whereby one share of common stock is issued for each unit as the unit vests ("Stock Units"), the fair value is determined based on the Company's stock price on the date of grant less future expected dividends during the vesting period. For stock options and Stock Units, we recognize share-based compensation cost over the vesting period. With the adoption of ASU No. 2016-09 in fiscal 2017, we account for forfeitures as they occur. Share-based compensation expense is recorded primarily in operating expenses in the Consolidated Statements of Income over the period during which the employee is required to provide service in exchange for stock options and Stock Units.

Unredeemed Gift Cards, Gift Certificates, and Credit Vouchers

Upon issuance of a gift card, gift certificate, or credit voucher, a liability is established for its cash value. The liability is relieved and net sales are recorded upon redemption by the customer. Over time, some portion of these instruments is not redeemed. We determine breakage income for gift cards, gift certificates, and credit vouchers based on historical redemption patterns. Breakage income is recorded in other income, which is a component of operating expenses in the Consolidated Statements of Income, when we can determine the portion of the liability where redemption is remote. Based on our historical information, three years after the gift card, gift certificate, or credit voucher is issued, we can determine the portion of the liability where redemption is remote. When breakage income is recorded, a liability is recognized for any legal obligation to remit the unredeemed portion to relevant jurisdictions. Substantially all of our gift cards, gift certificates, and credit vouchers have no expiration dates. With the adoption of the new revenue standard in fiscal 2018, breakage income will be presented in net sales in the Consolidated Statement of Income.

Credit Cards

We have credit card agreements with third parties to provide our customers with private label credit cards and co-branded credit cards (collectively, the "Credit Card" programs). Each private label credit card bears the logo of Old Navy, Gap, Banana Republic, or Athleta and can be used at any of our U.S. or Canadian store locations and online. The co-branded credit card is a VISA credit card bearing the logo of Old Navy, Gap, Banana Republic, or Athleta and can be used everywhere VISA credit cards are accepted. The Credit Card programs offer incentives to cardholders in the form of reward certificates upon the cumulative purchase of an established amount.

Synchrony Financial ("Synchrony"), a third-party financing company, is the sole owner of the accounts and underwrites the credit issued under the Credit Card programs. Our agreement with Synchrony provides for certain payments to be made by Synchrony to us, including a share of revenues from the performance of the Credit Card portfolios, which we recognize when the amounts are fixed or determinable and collectibility is reasonably assured. In addition, the cost associated with redemption of loyalty rewards is partially offset by reimbursements of loyalty program discounts that we recognize as a reduction to cost of goods sold and occupancy expenses in our Consolidated Statements of Income. The cost associated with loyalty rewards is accrued as the rewards are earned by the cardholder and is recorded in accrued expenses and other current liabilities in the Consolidated Balance Sheets.

In fiscal 2017, we recognized \$412 million in income from our revenue sharing associated with our Credit Card programs, which was recorded as a reduction to operating expenses in our Consolidated Statements of Income. In addition, in fiscal 2017 we recognized \$174 million in reimbursements of loyalty program discounts associated with our Credit Card programs, which was recorded as a reduction to cost of goods sold and occupancy expenses in our Consolidated Statements of Income. With the adoption of the new revenue standard in fiscal 2018, revenue sharing and reimbursements of loyalty program discounts associated with our Credit Card programs will be presented in net sales in the Consolidated Statement of Income.

Earnings per Share

Basic earnings per share is computed as net income divided by basic weighted-average number of common shares outstanding for the period. Diluted earnings per share is computed as net income divided by diluted weighted-average number of common shares outstanding for the period including common stock equivalents. Common stock equivalents consist of shares subject to share-based awards with exercise prices less than the average market price of our common stock for the period, to the extent their inclusion would be dilutive. Stock options and other stock awards that contain performance conditions are not included in the calculation of common stock equivalents until such performance conditions have been achieved.

Foreign Currency

Our international subsidiaries primarily use local currencies as their functional currency and translate their assets and liabilities at the current rate of exchange in effect at the balance sheet date. Revenue and expenses from their operations are translated using rates that approximate those in effect during the period in which the transactions occur. The resulting gains and losses from translation are recorded in the Consolidated Statements of Comprehensive Income and in accumulated OCI in the Consolidated Statements of Stockholders' Equity. Transaction gains and losses resulting from intercompany balances of a long-term investment nature are also classified as accumulated OCI. Transaction gains and losses that arise from exchange rate fluctuations on transactions denominated in a currency other than the local functional currency are recorded in operating expenses in the Consolidated Statements of Income.

The aggregate transaction gains and losses recorded in operating expenses in the Consolidated Statements of Income are as follows:

(\$ in millions)	Fiscal Year		
	2017	2016	2015
Foreign currency transaction gain (loss)	\$ 31	\$ (18)	\$ (6)
Realized and unrealized gain (loss) from certain derivative financial instruments	(30)	10	25
Net foreign exchange gain (loss)	\$ 1	\$ (8)	\$ 19

Income Taxes

Deferred income taxes are recorded for temporary differences between the tax basis of assets and liabilities and their reported amounts in the Consolidated Financial Statements. A valuation allowance is established against deferred tax assets when it is more likely than not that some portion or all of the deferred tax assets will not be realized.

Our income tax expense includes changes in our estimated liability for exposures associated with our various tax filing positions. At any point in time, many tax years are subject to or in the process of being audited by various taxing authorities. To the extent our estimates of settlements change or the final tax outcome of these matters is different from the amounts recorded, such differences will impact the income tax provision in the period in which such determinations are made.

The Company recognizes interest related to unrecognized tax benefits in interest expense and penalties related to unrecognized tax benefits in operating expenses in the Consolidated Statements of Income.

See Note 12 of Notes to Consolidated Financial Statements included in Item 8 of this Form 10-K for the impact of the U.S. Tax Cuts and Jobs Act on income taxes.

Recent Accounting Pronouncements

Except as noted below, the Company has considered all recent accounting pronouncements and has concluded that there are no recent accounting pronouncements that may have a material impact on its Consolidated Financial Statements, based on current information.

Recent Accounting Pronouncements Related to Revenue Recognition

In May 2014, the Financial Accounting Standards Board ("FASB") issued accounting standards update ("ASU") No. 2014-09, Revenue from Contracts with Customers, to clarify the principles of recognizing revenue and create common revenue recognition guidance between U.S. GAAP and International Financial Reporting Standards. ASU No. 2014-09, as amended, is effective retrospectively for fiscal years and interim periods within those years beginning after December 15, 2017.

The adoption will result in a change in the timing of recognizing revenue for breakage income for gift cards, gift certificates, and credit vouchers, as breakage income will now be recognized based on historical redemption patterns rather than when the likelihood of redemption is considered remote. The adoption will also result in a change in the timing of recognizing revenue for sales where we ship the merchandise to the customer from a distribution center or store, as revenue for sales where we ship the merchandise to customers will be recognized when control of the merchandise transfers to the customer, which is generally at the time of shipment rather than upon delivery of the products to the customer. Additionally, under the new guidance, we will record allowances for estimated sales returns on a gross basis rather than on a net basis on the Consolidated Balance Sheets.

The adoption will also result in change in the timing of recognizing credit card reward points, as the portion of sales attributed to credit card reward points will be deferred until the reward points are redeemed or expire. We previously did not defer any portion of revenue related to reward points and certificates and recognized costs associated with reward points and certificates in cost of goods sold and occupancy expenses in the Consolidated Statement of Income as the rewards were earned.

The most significant changes will be reclassifications from operating expenses to net sales related to the income from our revenue sharing agreement with Synchrony, as well as reclassifications from cost of goods sold and occupancy expenses to net sales for reimbursements of loyalty program discounts associated with our private label and co-branded credit card loyalty program. These reclassifications will have a significant impact on the affected line items of the Consolidated Statements of Income, but will not have a material impact to net income.

In addition, we will provide expanded disclosures regarding the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. We will also provide disclosures of the amount by which each financial statement line item is affected during fiscal 2018 as compared to the prior year presentation.

We will adopt these ASUs on a modified retrospective basis beginning in the first quarter of fiscal 2018 by recognizing the cumulative effect of initially applying the new standard as an increase to the opening balance of retained earnings. We expect this adjustment to be about \$36 million, net of tax, related primarily to breakage income for gift cards, gift certificates, and credit vouchers, and reimbursements of loyalty program discounts, with an immaterial impact to our net income on an ongoing basis.

Other Recent Accounting Pronouncements

In February 2016, the FASB issued ASU No. 2016-02, Leases. Under the new guidance, lessees will be required to recognize a lease liability and a right-of-use asset for all leases (with the exception of leases with a term of 12 months or less) at the commencement date. We will continue to evaluate the impact of the new standard on our Consolidated Financial Statements as we implement a new lease accounting information system, but it will result in a substantial increase in our long-term assets and liabilities. We have elected to apply the practical expedients permitted within the new standard, which among other things, allows us to carryforward the historical lease classification. We also intend to elect the practical expedient of not separating non-lease components from lease components. The ASU is effective retrospectively for fiscal years and interim periods within those years beginning after December 15, 2018. We will adopt the ASU beginning in the first quarter of fiscal 2019. See Note 11, Leases, for the aggregate minimum non-cancelable annual lease payments under leases in effect on February 3, 2018.

In March 2016, the FASB issued ASU No. 2016-09, Compensation - Stock Compensation: Improvements to Employee Share-Based Payment Accounting. The amendments are intended to improve the accounting for employee share-based payments and affect all organizations that issue share-based payment awards to their employees. We adopted the provisions of this ASU in the first quarter of fiscal 2017. Beginning in the first quarter of fiscal 2017, we have made the policy election to account for forfeitures when they occur, rather than estimating expected forfeitures, when recognizing share-based compensation cost. We adopted this provision of the ASU using a modified retrospective transition method, which resulted in the cumulative-effect adjustment of a \$3 million increase to retained earnings as of the beginning of the first quarter of fiscal 2017. Also, all excess tax benefits and tax deficiencies related to share-based payment awards are now reflected in the Consolidated Statement of Income as a component of the provision for income taxes on a prospective basis, whereas they were recognized in equity under the previous guidance. Additionally, excess tax benefits related to share-based payment awards are now reflected in operating activities, along with other income tax related cash flows, in our Consolidated Statement of Cash Flows on a prospective basis.

In August 2016, the FASB issued ASU No. 2016-15, Statement of Cash Flows: Classification of Certain Cash Receipts and Cash Payments. The amendments provide guidance for eight specific cash flow issues and are intended to address diversity in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The ASU is effective retrospectively for fiscal years and interim periods within those years beginning after December 15, 2017. We will adopt the presentation and disclosure provisions of this ASU in the first quarter of fiscal 2018.

In November 2016, the FASB issued ASU No. 2016-18, Statement of Cash Flows: Restricted Cash. The amendments address diversity in practice that exists in the classification and presentation of changes in restricted cash and require that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. The ASU is effective retrospectively for fiscal years and interim periods within those years beginning after December 15, 2017. We will adopt the presentation and disclosure provisions of this ASU in the first quarter of fiscal 2018.

In August 2017, the FASB issued ASU No. 2017-12, Derivatives and Hedging: Targeted Improvements to Accounting for Hedging Activities. The amendments are intended to better align an entity's risk management activities and financial reporting for hedging relationships through changes to the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results. The ASU is effective for fiscal years and interim periods within those years beginning after December 15, 2018. We are currently assessing the potential impact of this ASU on our Consolidated Financial Statements.

Note 2. Additional Financial Statement Information

Cash and Cash Equivalents

Cash and cash equivalents consist of the following:

(\$ in millions)	February 3, 2018	January 28, 2017
Cash (1)	\$ 1,256	\$ 1,086
Bank certificates of deposit and time deposits	490	416
Money market funds	37	256
Domestic commercial paper	—	25
Cash equivalents	527	697
Cash and cash equivalents	\$ 1,783	\$ 1,783

(1) Cash includes \$72 million and \$58 million of amounts in transit from banks for customer credit card and debit card transactions as of February 3, 2018 and January 28, 2017, respectively.

Other Current Assets

Other current assets consist of the following:

(\$ in millions)	February 3, 2018	January 28, 2017
Accounts receivable	\$ 282	\$ 335
Prepaid income taxes	237	89
Prepaid minimum rent and occupancy expenses	158	154
Derivative financial instruments	14	41
Other	97	83
Other current assets	<u>\$ 788</u>	<u>\$ 702</u>

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and consist of the following:

(\$ in millions)	February 3, 2018	January 28, 2017
Leasehold improvements	\$ 3,140	\$ 3,099
Furniture and equipment	2,623	2,508
Software	1,703	1,600
Land, buildings, and building improvements	1,037	1,000
Construction-in-progress	264	222
Property and equipment, at cost	8,767	8,429
Less: Accumulated depreciation	(5,962)	(5,813)
Property and equipment, net of accumulated depreciation	<u>\$ 2,805</u>	<u>\$ 2,616</u>

Depreciation expense for property and equipment was \$556 million, \$590 million, and \$588 million for fiscal 2017, 2016, and 2015, respectively.

Interest of \$9 million, \$9 million, and \$8 million related to assets under construction was capitalized in fiscal 2017, 2016, and 2015, respectively.

We recorded a charge for the impairment of long-lived assets of \$28 million, \$107 million, and \$54 million for fiscal 2017, 2016, and 2015, respectively, related to store assets which is recorded in operating expenses in the Consolidated Statements of Income.

Other Long-Term Assets

Other long-term assets consist of the following:

(\$ in millions)	February 3, 2018	January 28, 2017
Long-term income tax-related assets	\$ 233	\$ 282
Goodwill	109	109
Trade names	95	95
Other	179	193
Other long-term assets	<u>\$ 616</u>	<u>\$ 679</u>

In fiscal 2016, we recorded a charge for the impairment of goodwill related to the Intermix reporting unit of \$71 million, which was recorded in operating expenses in the Consolidated Statement of Income. No goodwill impairment charges were recorded in fiscal 2017 or 2015. See Note 3 of Notes to Consolidated Financial Statements for additional disclosures on goodwill and other intangible assets.

Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consist of the following:

(\$ in millions)	February 3, 2018	January 28, 2017
Accrued compensation and benefits	\$ 462	\$ 312
Unredeemed gift cards, gift certificates, and credit vouchers, net of breakage	247	256
Short-term deferred rent and tenant allowances	103	99
Accrued advertising	43	46
Other	415	400
Accrued expenses and other current liabilities	<u>\$ 1,270</u>	<u>\$ 1,113</u>

No other individual items accounted for greater than five percent of total current liabilities as of February 3, 2018 or January 28, 2017.

Lease Incentives and Other Long-Term Liabilities

Lease incentives and other long-term liabilities consist of the following:

(\$ in millions)	February 3, 2018	January 28, 2017
Long-term deferred rent and tenant allowances	\$ 749	\$ 748
Long-term income tax-related liabilities	152	32
Long-term asset retirement obligations	52	51
Other	182	174
Lease incentives and other long-term liabilities	<u>\$ 1,135</u>	<u>\$ 1,005</u>

The activity related to asset retirement obligations includes adjustments to the asset retirement obligation balance and fluctuations in foreign currency exchange rates.

Sales Return Allowance

A summary of activity in the sales return allowance account is as follows:

(\$ in millions)	February 3, 2018	January 28, 2017	January 30, 2016
Balance at beginning of fiscal year	\$ 30	\$ 27	\$ 29
Additions	955	861	865
Returns	(952)	(858)	(867)
Balance at end of fiscal year	<u>\$ 33</u>	<u>\$ 30</u>	<u>\$ 27</u>

Sales return allowances are recorded in accrued expenses and other current liabilities in the Consolidated Balance Sheets.

Note 3. Goodwill and Trade Names

The following goodwill and trade names are included in other long-term assets in the Consolidated Balance Sheets:

(\$ in millions)	February 3, 2018	January 28, 2017
Goodwill	<u>\$ 109</u>	<u>\$ 109</u>
Trade names	<u>\$ 95</u>	<u>\$ 95</u>

Goodwill

Goodwill consists of \$99 million and \$10 million related to Athleta and Intermix, respectively, as of February 3, 2018 and January 28, 2017.

We assess whether events or circumstances indicate that goodwill is impaired every quarter, and evaluate goodwill impairment annually in the fourth quarter of the fiscal year. At the end of each of the first three quarters of fiscal 2017, given the information available at the time of those assessments, we determined that there were no events or circumstances that indicated impairment of goodwill prior to the annual impairment test in the fourth quarter of fiscal 2017. During the fourth quarter of fiscal 2017, we completed our annual impairment test of goodwill and we did not recognize any impairment charges.

At the end of each of the first three quarters of fiscal 2016, given the information available at the time of those assessments, we determined that there were no events or circumstances that indicated impairment of goodwill related to Intermix prior to the annual impairment test in the fourth quarter of fiscal 2016.

During the fourth quarter of fiscal 2016, management updated the fiscal 2017 budget and financial projections beyond fiscal 2017. There were several factors that arose during the fourth quarter of fiscal 2016, which caused the financial projections and estimates of Intermix to significantly decrease from the previous estimates. Such factors included: poor fourth quarter of fiscal 2016 holiday performance at Intermix stores, the decision to reduce future store openings, the approval of additional store closures in fiscal 2017, and the budgeting of additional headcount required to support increased focus on the online business. These factors arising in the fourth quarter of fiscal 2016 had a significant and negative impact on the estimated fair value of the Intermix reporting unit, and we have determined that the carrying value of the reporting unit for Intermix exceeded its fair value as of the date of our annual impairment review. The fair value of the Intermix reporting unit was determined using level 3 inputs and a combination of an income approach using the estimated discounted cash flow and a market-based valuation methodology. In the second step of the goodwill impairment test, we performed a hypothetical acquisition and purchase price allocation and measured the implied fair value of goodwill related to Intermix. The second step of the goodwill impairment test resulted in an impairment charge of \$71 million for goodwill related to the Intermix reporting unit in fiscal 2016. This impairment charge was recorded in operating expenses in the Consolidated Statement of Income and reduced the \$81 million of purchase price allocated to goodwill in connection with the acquisition of Intermix in December 2012 to \$10 million as of January 28, 2017.

We did not recognize any impairment charges for goodwill related to Athleta in fiscal 2016.

Trade Names

Trade names primarily consist of \$54 million and \$38 million related to Athleta and Intermix, respectively, as of February 3, 2018 and January 28, 2017. During the fourth quarter of fiscal 2017, we completed our annual impairment test of trade names and we did not recognize any impairment charges.

Note 4. Debt

Long-term debt consists of the following:

(\$ in millions)	February 3, 2018	January 28, 2017
Notes	\$ 1,249	\$ 1,248
Japan Term Loan	—	65
Total debt	1,249	1,313
Less: Current portion of Japan Term Loan	—	(65)
Total long-term debt	\$ 1,249	\$ 1,248

We have \$1.25 billion aggregate principal amount of 5.95 percent notes (the "Notes") due April 2021. Interest is payable semi-annually on April 12 and October 12 of each year, and we have an option to call the Notes in whole or in part at any time, subject to a make-whole premium. The Notes agreement is unsecured and does not contain any financial covenants. The amount recorded in long-term debt in the Consolidated Balance Sheets for the Notes is equal to the aggregate principal amount of the Notes, net of the unamortized discount. As of February 3, 2018 and January 28, 2017, the estimated fair value of the Notes was \$1.33 billion and \$1.32 billion, respectively, and was based on the quoted market price of the Notes (level 1 inputs) as of the last business day of the respective fiscal year.

In January 2014, we entered into a 15 billion Japanese yen, four-year, unsecured term loan due January 2018. Repayments of 2.5 billion Japanese yen were payable on January 15 of each year, and a final repayment of 7.5 billion Japanese yen, which was due on January 15, 2018, was paid in full in June 2017. Interest was payable at least quarterly based on an interest rate equal to the Tokyo Interbank Offered Rate plus a fixed margin. The carrying amount of the Japan Term Loan as of January 28, 2017 approximated its fair value, as the interest rate varied depending on quoted market rates (level 1 inputs).

In October 2015, we entered into a \$400 million unsecured Term Loan. The Term Loan was originally scheduled to mature on October 15, 2016, but had an option to be extended until October 15, 2017. In August 2016, the Company exercised the option to extend the Term Loan. In January 2017, the Term Loan was repaid in full. Interest was payable at least quarterly based on an interest rate equal to the London Interbank Offered Rate ("LIBOR") plus a fixed margin.

Note 5. Credit Facilities

We have a \$500 million, five-year, unsecured revolving credit facility (the "Facility"), which expires in May 2020. The Facility is available for general corporate purposes including working capital, trade letters of credit, and standby letters of credit. The Facility fees fluctuate based on our long-term senior unsecured credit ratings and our leverage ratio. If we were to draw on the Facility, interest would be a base rate (typically LIBOR) plus a margin based on our long-term senior unsecured credit ratings and our leverage ratio on the unpaid principal amount. To maintain availability of funds under the Facility, we pay a facility fee on the full facility amount, regardless of usage. As of February 3, 2018, there were no borrowings and no material outstanding standby letters of credit under the Facility.

We maintain multiple agreements with third parties that make unsecured revolving credit facilities available for our operations in foreign locations (the "Foreign Facilities"). These Foreign Facilities are uncommitted and are generally available for borrowings, overdraft borrowings, and the issuance of bank guarantees. The total capacity of the Foreign Facilities was \$50 million as of February 3, 2018. As of February 3, 2018, there were no borrowings under the Foreign Facilities. There were \$17 million in bank guarantees issued and outstanding primarily related to store leases under the Foreign Facilities as of February 3, 2018.

We have bilateral unsecured standby letter of credit agreements that are uncommitted and do not have expiration dates. As of February 3, 2018, we had \$15 million in standby letters of credit issued under these agreements.

The Facility contains financial and other covenants including, but not limited to, limitations on liens and subsidiary debt, as well as the maintenance of two financial ratios—a minimum annual fixed charge coverage ratio of 2.00 and a maximum annual leverage ratio of 2.25. As of February 3, 2018, we were in compliance with all such covenants. Violation of these covenants could result in a default under the Facility, which would permit the participating banks to terminate our ability to access the Facility for letters of credit and advances and require the immediate repayment of any outstanding advances.

Note 6. Fair Value Measurements

There were no purchases, sales, issuances, or settlements related to recurring level 3 measurements during fiscal 2017 or 2016. There were no transfers into or out of level 1 and level 2 during fiscal 2017 or 2016.

Financial Assets and Liabilities

Financial assets and liabilities measured at fair value on a recurring basis and cash equivalents held at amortized cost are as follows:

(\$ in millions)	February 3, 2018	Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Cash equivalents	\$ 527	\$ 37	\$ 490	\$ —
Derivative financial instruments	14	—	14	—
Deferred compensation plan assets	47	47	—	—
Total	\$ 588	\$ 84	\$ 504	\$ —
Liabilities:				
Derivative financial instruments	\$ 43	\$ —	\$ 43	\$ —

(\$ in millions)	January 28, 2017	Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Cash equivalents	\$ 697	\$ 256	\$ 441	\$ —
Derivative financial instruments	58	—	58	—
Deferred compensation plan assets	40	40	—	—
Total	\$ 795	\$ 296	\$ 499	\$ —
Liabilities:				
Derivative financial instruments	\$ 21	\$ —	\$ 21	\$ —

We have highly liquid investments classified as cash equivalents, which are placed primarily in time deposits and money market funds. We value these investments at their original purchase prices plus interest that has accrued at the stated rate.

Derivative financial instruments primarily include foreign exchange forward contracts. The currencies hedged against changes in the U.S. dollar are Canadian dollars, Japanese yen, British pounds, Euro, Mexican pesos, Chinese yuan, and Taiwan dollars. The fair value of the Company's derivative financial instruments is determined using pricing models based on current market rates. Derivative financial instruments in an asset position are recorded in other current assets or other long-term assets in the Consolidated Balance Sheets. Derivative financial instruments in a liability position are recorded in accrued expenses and other current liabilities or lease incentives and other long-term liabilities in the Consolidated Balance Sheets.

We maintain the Gap Inc. Deferred Compensation Plan ("DCP"), which allows eligible employees and non-employee directors to defer base compensation up to a maximum percentage. Plan investments are directed by participants and are recorded at market value and designated for the DCP. The fair value of the Company's DCP assets is determined based on quoted market prices, and the assets are recorded in other long-term assets in the Consolidated Balance Sheets.

Nonfinancial Assets

As discussed above and in Note 2 of Notes to Consolidated Financial Statements, we recorded a total charge for the impairment of long-lived assets of \$28 million, \$107 million, and \$54 million in fiscal 2017, 2016, and 2015, respectively, related to store assets which is recorded in operating expenses in the Consolidated Statements of Income. The impairment charge reduced the then carrying amount of the applicable long-lived assets of \$30 million, \$125 million, and \$62 million to their fair value of \$2 million, \$18 million, and \$8 million during fiscal 2017, 2016, and 2015, respectively. The fair value of the long-lived assets was determined using level 3 inputs and the valuation techniques discussed in Note 1 of Notes to Consolidated Financial Statements.

In May 2016, the Company announced measures that resulted in the closure of its fleet of 53 Old Navy stores in Japan and select Banana Republic stores, primarily internationally. In fiscal 2016, we recorded a charge for the impairment of long-lived assets of \$54 million related to the announced store closures, and an additional \$53 million for long-lived assets that were unrelated to the announced measures.

In June 2015, the Company announced a series of strategic actions to position Gap brand for improved business performance in the future, including its plan to close about 175 Gap brand specialty stores in North America and a limited number of stores in Europe and Asia over the next few years. As a result of the strategic actions, in fiscal 2015, we recorded an impairment charge of \$38 million related to long-lived assets. We also recorded an impairment charge of \$16 million for long-lived assets that were unrelated to the Gap brand strategic actions.

There were no impairment charges recorded for other indefinite-lived intangible assets for fiscal 2017 or 2016. In fiscal 2015, we recorded an impairment charge of \$5 million related to an indefinite-lived intangible asset as a result of the strategic actions discussed above. The impairment charge was recorded in operating expenses in the Consolidated Statement of Income and reduced the then carrying amount of the applicable indefinite-lived intangible asset of \$6 million to its fair value of \$1 million during fiscal 2015.

There were no impairment charges recorded for goodwill for fiscal 2017 or 2015. In fiscal 2016, we recorded an impairment charge of \$71 million for Intermix goodwill. The fair value of the Intermix reporting unit was determined using level 3 inputs and valuation techniques discussed in Note 3 of Notes to Consolidated Financial Statements.

Note 7. Derivative Financial Instruments

We operate in foreign countries, which exposes us to market risk associated with foreign currency exchange rate fluctuations. We use derivative financial instruments to manage our exposure to foreign currency exchange rate risk and do not enter into derivative financial contracts for trading purposes. Consistent with our risk management guidelines, we hedge a portion of our transactions related to merchandise purchases for foreign operations and certain intercompany transactions using foreign exchange forward contracts. These contracts are entered into with large, reputable financial institutions that are monitored for counterparty risk. The currencies hedged against changes in the U.S. dollar are Canadian dollars, Japanese yen, British pounds, Euro, Mexican pesos, Chinese yuan, and Taiwan dollars.

Cash Flow Hedges

We designate the following foreign exchange forward contracts as cash flow hedges: (1) forward contracts used to hedge forecasted merchandise purchases and related costs denominated in U.S. dollars made by our international subsidiaries whose functional currencies are their local currencies; (2) forward contracts used to hedge forecasted intercompany royalty payments denominated in foreign currencies received by entities whose functional currencies are U.S. dollars; and (3) forward contracts used to hedge forecasted intercompany revenue transactions related to merchandise sold from our regional purchasing entity, whose functional currency is the U.S. dollar, to certain international subsidiaries in their local currencies. The foreign exchange forward contracts entered into to hedge forecasted merchandise purchases and related costs, intercompany royalty payments, and intercompany revenue transactions generally have terms of up to 24 months.

Net Investment Hedges

We also use foreign exchange forward contracts to hedge the net assets of international subsidiaries to offset the foreign currency translation and economic exposures related to our investment in the subsidiaries.

Other Derivatives Not Designated as Hedging Instruments

We use foreign exchange forward contracts to hedge our market risk exposure associated with foreign currency exchange rate fluctuations for certain intercompany balances denominated in currencies other than the functional currency of the entity with the intercompany balance. The gain or loss on the derivative financial instruments that represent economic hedges, as well as the remeasurement of the underlying intercompany balances, is recorded in operating expenses in the Consolidated Statements of Income in the same period and generally offset.

Outstanding Notional Amounts

As of February 3, 2018 and January 28, 2017, we had foreign exchange forward contracts outstanding in the following notional amounts:

(\$ in millions)	February 3, 2018	January 28, 2017
Derivatives designated as cash flow hedges	\$ 745	\$ 1,101
Derivatives designated as net investment hedges	—	31
Derivatives not designated as hedging instruments	577	618
Total	<u>\$ 1,322</u>	<u>\$ 1,750</u>

Quantitative Disclosures about Derivative Financial Instruments

The fair values of foreign exchange forward contracts are as follows:

(\$ in millions)	February 3, 2018	January 28, 2017
Derivatives designated as cash flow hedges:		
Other current assets	\$ 11	\$ 28
Other long-term assets	\$ —	\$ 16
Accrued expenses and other current liabilities	\$ 32	\$ 10
Lease incentives and other long-term liabilities	\$ —	\$ 1
Derivatives designated as net investment hedges:		
Other current assets	\$ —	\$ —
Other long-term assets	\$ —	\$ —
Accrued expenses and other current liabilities	\$ —	\$ —
Lease incentives and other long-term liabilities	\$ —	\$ —
Derivatives not designated as hedging instruments:		
Other current assets	\$ 3	\$ 13
Other long-term assets	\$ —	\$ 1
Accrued expenses and other current liabilities	\$ 11	\$ 10
Lease incentives and other long-term liabilities	\$ —	\$ —
Total derivatives in an asset position	<u>\$ 14</u>	<u>\$ 58</u>
Total derivatives in a liability position	<u>\$ 43</u>	<u>\$ 21</u>

Substantially all of the unrealized gains and losses from designated cash flow hedges as of February 3, 2018 will be recognized in income within the next 12 months at the then-current values, which may differ from the fair values as of February 3, 2018 shown above.

Our foreign exchange forward contracts are subject to master netting arrangements with each of our counterparties and such arrangements are enforceable in the event of default or early termination of the contract. We do not elect to offset the fair values of our derivative financial instruments in the Consolidated Balance Sheets and as such the fair values shown above represent gross amounts. The amounts subject to enforceable master netting arrangements are \$1 million and \$18 million as of February 3, 2018 and January 28, 2017, respectively. If we did elect to offset, the net amounts of our derivative financial instruments in an asset position would be \$13 million and \$40 million and the net amounts of the derivative financial instruments in a liability position would be \$42 million and \$3 million as of February 3, 2018 and January 28, 2017, respectively.

See Note 6 of Notes to Consolidated Financial Statements for disclosures on the fair value measurements of our derivative financial instruments.

The effective portion of gains and losses on foreign exchange forward contracts in cash flow hedging and net investment hedging relationships recorded in OCI and the Consolidated Statements of Income, on a pre-tax basis, are as follows:

(\$ in millions)	Fiscal Year		
	2017	2016	2015
Derivatives in cash flow hedging relationships:			
Gain (loss) recognized in other comprehensive income	\$ (60)	\$ (28)	\$ 81
Gain reclassified into cost of goods sold and occupancy expenses	\$ —	\$ 31	\$ 135
Gain (loss) reclassified into operating expenses	\$ (1)	\$ (8)	\$ 9
Derivatives in net investment hedging relationships:			
Gain (loss) recognized in other comprehensive income	\$ (1)	\$ (2)	\$ 3

For fiscal 2017, 2016, and 2015, there were no amounts of gain or loss reclassified from accumulated OCI into income for derivative financial instruments in net investment hedging relationships, as we did not sell or liquidate (or substantially liquidate) any of our hedged subsidiaries during the periods.

Gains and losses on foreign exchange forward contracts not designated as hedging instruments recorded in the Consolidated Statements of Income, on a pre-tax basis are as follows:

(\$ in millions)	Fiscal Year		
	2017	2016	2015
Gain (loss) recognized in operating expenses	\$ (29)	\$ 18	\$ 16

Note 8. Common Stock

Common and Preferred Stock

The Company is authorized to issue 2.3 billion shares of common stock and 60 million shares of Class B common stock, which is convertible into shares of common stock on a share-for-share basis. Transfer of the Class B shares is restricted. In addition, the holders of the Class B common stock have six votes per share on most matters and are entitled to a lower cash dividend. No Class B shares have been issued as of February 3, 2018.

The Company is authorized to issue 30 million shares of one or more series of preferred stock, which has a par value of \$0.05 per share, and to establish at the time of issuance the issue price, dividend rate, redemption price, liquidation value, conversion features, and such other terms and conditions of each series (including voting rights) as the Board of Directors deems appropriate, without further action on the part of the stockholders. No preferred shares have been issued as of February 3, 2018.

Share Repurchases

Share repurchase activity is as follows:

(\$ and shares in millions except average per share cost)	Fiscal Year		
	2017	2016	2015
Number of shares repurchased (1)	13	—	30
Total cost	\$ 315	\$ —	\$ 1,000
Average per share cost including commissions	\$ 24.43	\$ —	\$ 33.90

(1) Excludes shares withheld to settle employee statutory tax withholding related to the vesting of stock units.

In October 2014, the Board of Directors authorized a total of \$500 million for share repurchases, all of which was completed by the end of May 2015.

In February 2015, the Board of Directors approved a \$1.0 billion share repurchase authorization (the "February 2015 repurchase program"). In February 2016, the Board of Directors approved a new \$1.0 billion share repurchase authorization. The February 2015 repurchase program, which had \$302 million remaining, was superseded and replaced by the February 2016 repurchase program. The February 2016 repurchase program has \$685 million remaining as of February 3, 2018.

All of the share repurchases were paid for as of February 3, 2018 and January 30, 2016.

Note 9. Accumulated Other Comprehensive Income

Changes in accumulated OCI by component, net of tax, are as follows:

(\$ in millions)	Foreign Currency Translation	Cash Flow Hedges	Total
Balance at January 28, 2017	\$ 29	\$ 25	\$ 54
Foreign currency translation	35	—	35
Change in fair value of derivative financial instruments	—	(51)	(51)
Amounts reclassified from accumulated OCI	—	(2)	(2)
Other comprehensive income (loss), net	35	(53)	(18)
Balance at February 3, 2018	\$ 64	\$ (28)	\$ 36

(\$ in millions)	Foreign Currency Translation	Cash Flow Hedges	Total
Balance at January 30, 2016	\$ 22	\$ 63	\$ 85
Foreign currency translation	7	—	7
Change in fair value of derivative financial instruments	—	(26)	(26)
Amounts reclassified from accumulated OCI	—	(12)	(12)
Other comprehensive income (loss), net	7	(38)	(31)
Balance at January 28, 2017	\$ 29	\$ 25	\$ 54

(\$ in millions)	Foreign Currency Translation	Cash Flow Hedges	Total
Balance at January 31, 2015	\$ 60	\$ 105	\$ 165
Foreign currency translation	(38)	—	(38)
Change in fair value of derivative financial instruments	—	60	60
Amounts reclassified from accumulated OCI	—	(102)	(102)
Other comprehensive loss, net	(38)	(42)	(80)
Balance at January 30, 2016	\$ 22	\$ 63	\$ 85

See Note 7 of Notes to Consolidated Financial Statements for additional disclosures about reclassifications out of accumulated other comprehensive income and their corresponding effects on the respective line items in the Consolidated Statements of Income.

Note 10. Share-Based Compensation

Share-based compensation expense is as follows:

(\$ in millions)	Fiscal Year		
	2017	2016	2015
Stock units	\$ 69	\$ 61	\$ 61
Stock options	14	11	10
Employee stock purchase plan	4	4	5
Share-based compensation expense	87	76	76
Less: Income tax benefit	(35)	(30)	(28)
Share-based compensation expense, net of tax	\$ 52	\$ 46	\$ 48

No material share-based compensation expense was capitalized in fiscal 2017, 2016, or 2015.

There were no material modifications made to our outstanding stock options and other stock awards in fiscal 2017, 2016, or 2015.

Beginning in the first quarter of fiscal 2017, we account for forfeitures as they occur, rather than estimate expected forfeitures, when recognizing share-based compensation expense. The cumulative-effect adjustment of this change was recognized as a \$3 million increase, net of tax, to retained earnings as of the beginning of fiscal 2017.

General Description of Stock Option and Other Stock Award Plans

Under the 2016 Long-Term Incentive Plan (the "2016 Plan"), as amended and restated as of February 22, 2017, nonqualified stock options and other stock awards are granted to officers, directors, eligible employees, and consultants at exercise prices or initial values equal to the fair market value of the Company's common stock at the date of grant or as determined by the Compensation and Management Development Committee of the Board of Directors.

As of February 3, 2018, there were 216,586,781 shares that have been authorized for issuance under the 2016 Plan.

Stock Units

Under the 2016 Plan, Stock Units are granted to employees and members of the Board of Directors. Vesting generally occurs over a period of three to four years of continued service by the employee in equal annual installments. Vesting is immediate in the case of members of the Board of Directors.

In some cases, Stock Unit vesting is also subject to the attainment of pre-determined performance metrics ("Performance Shares"). At the end of each reporting period, we evaluate the probability that the Performance Shares will vest. We record share-based compensation expense on an accelerated basis over a period of two to three years once granted, based on the grant-date fair value and the probability that the pre-determined performance metrics will be achieved.

A summary of Stock Unit activity under the 2016 Plan for fiscal 2017 is as follows:

	Shares	Weighted-Average Grant-Date Fair Value Per Share
Balance as of January 28, 2017	5,182,398	\$ 31.14
Granted	4,028,594	\$ 21.81
Vested	(1,877,862)	\$ 33.85
Forfeited	(1,069,629)	\$ 25.97
Balance as of February 3, 2018	6,263,501	\$ 25.21

There were 1,470,938 Performance Shares for which the pre-determined performance metrics had not yet been achieved. As a result, they will not be considered granted until such performance metrics have been achieved.

A summary of additional information about Stock Units is as follows:

	Fiscal Year		
	2017	2016	2015
Weighted-average fair value per share of Stock Units granted	\$ 21.81	\$ 26.47	\$ 37.80
Fair value of Stock Units vested (in millions)	\$ 64	\$ 59	\$ 77

The aggregate intrinsic value of unvested Stock Units as of February 3, 2018 was \$201 million.

As of February 3, 2018, there was \$100 million (before any related tax benefit) of unrecognized share-based compensation expense related to unvested Stock Units, which is expected to be recognized over a weighted-average period of 2.3 years. Total unrecognized share-based compensation expense may be adjusted for future forfeitures as they occur.

Stock Units Granted Based on Performance Metrics

Under the 2016 Plan, some Stock Units are granted to employees only after the achievement of pre-determined performance metrics.

At the end of each reporting period, we evaluate the probability that Stock Units will be granted. We record share-based compensation expense based on the probability that the performance metrics will be achieved, with an offsetting increase to current liabilities. We revalue the liability at the end of each reporting period and record an adjustment to share-based compensation expense as required based on the probability that the performance metrics will be achieved. Upon achievement of the performance metrics, a Stock Unit is granted. At that time, the associated liability is reclassified to stockholders' equity.

Out of 4,028,594 Stock Units granted in fiscal 2017, 334,765 Stock Units were granted based on satisfaction of performance metrics.

The liability related to potential Stock Units to be granted based on performance metrics, which is recorded in accrued expenses and other current liabilities in the Consolidated Balance Sheets, was \$12 million and \$1 million as of February 3, 2018 and January 28, 2017, respectively.

Stock Options

We have stock options outstanding under the 2016 Plan. Stock options generally expire the earlier of 10 years from the grant date, three months after employee termination, or one year after the date of an employee's retirement or death. Vesting generally occurs over a period of four years of continued service by the employee, with 25 percent vesting on each of the four anniversary dates.

The fair value of stock options issued during fiscal 2017, 2016, and 2015 was estimated on the date of grant using the following assumptions:

	Fiscal Year		
	2017	2016	2015
Expected term (in years)	3.9	3.7	3.8
Expected volatility	38.2%	33.5%	25.9%
Dividend yield	3.8%	3.5%	2.2%
Risk-free interest rate	1.7%	1.2%	1.2%

A summary of stock option activity under the 2016 Plan for fiscal 2017 is as follows:

	Shares	Weighted-Average Exercise Price Per Share
Balance as of January 28, 2017	7,524,036	\$ 32.05
Granted	3,889,985	\$ 23.93
Exercised	(253,717)	\$ 23.83
Forfeited/Expired	(2,018,098)	\$ 32.73
Balance as of February 3, 2018	<u>9,142,206</u>	<u>\$ 28.67</u>

A summary of additional information about stock options is as follows:

	Fiscal Year		
	2017	2016	2015
Weighted-average fair value per share of stock options granted	\$ 5.47	\$ 5.60	\$ 6.84
Aggregate intrinsic value of stock options exercised (in millions)	\$ 1	\$ 1	\$ 29
Fair value of stock options vested (in millions)	\$ 12	\$ 9	\$ 10

Information about stock options outstanding, vested or expected to vest, and exercisable as of February 3, 2018 is as follows:

Range of Exercise Prices	Options Outstanding (Vested or Expected to Vest)			Options Exercisable	
	Number of Shares as of February 3, 2018	Weighted- Average Remaining Contractual Life (in years)	Weighted- Average Exercise Price Per Share	Number of Shares as of February 3, 2018	Weighted- Average Exercise Price Per Share
\$11.77 - \$23.31	768,338	6.3	\$ 19.98	383,238	\$ 20.47
\$23.54 - \$23.54	2,945,485	9.1	\$ 23.54	—	n/a
\$23.71 - \$30.00	1,066,975	7.9	\$ 25.18	331,725	\$ 25.04
\$30.18 - \$30.18	2,478,605	8.1	\$ 30.18	619,105	\$ 30.18
\$31.98 - \$46.41	1,882,803	6.5	\$ 40.25	1,286,798	\$ 40.20
	<u>9,142,206</u>	7.9	\$ 28.67	<u>2,620,866</u>	\$ 33.03

The aggregate intrinsic value of options outstanding, options vested or expected to vest, and options exercisable as of February 3, 2018 was \$47 million, \$47 million, and \$8 million, respectively. Stock options exercisable as of February 3, 2018 had a weighted-average remaining contractual life of 6.3 years.

Employee Stock Purchase Plan

Under our Employee Stock Purchase Plan ("ESPP"), eligible U.S. and Canadian employees are able to purchase our common stock at 85 percent of the closing price on the New York Stock Exchange on the last day of the three-month purchase periods. Accordingly, compensation expense is recognized for an amount equal to the 15 percent discount. Employees pay for their stock purchases through payroll deductions at a rate equal to any whole percentage from 1 percent to 15 percent. There were 1,113,640, 1,260,361, and 949,751 shares issued under the ESPP in fiscal 2017, 2016, and 2015, respectively. As of February 3, 2018, there were 8,144,190 shares reserved for future issuances under the ESPP.

Note 11. Leases

We lease most of our store premises and some of our corporate facilities and distribution centers. These operating leases expire at various dates through 2037. Most store leases have a five-year base period and include options that allow us to extend the lease term beyond the initial base period, subject to terms agreed upon at lease inception. Some leases also include early termination options, which can be exercised under specific conditions.

The aggregate minimum non-cancelable annual lease payments under leases in effect on February 3, 2018 are as follows:

(\$ in millions)

Fiscal Year	
2018	\$ 1,162
2019	1,149
2020	979
2021	773
2022	617
Thereafter	1,792
Total minimum lease commitments	\$ 6,472

The total minimum lease commitment amount above does not include minimum sublease rent income of \$18 million receivable in the future under non-cancelable sublease agreements.

Rent expense related to our store premises, corporate facilities, and distribution centers under operating leases is as follows:

(\$ in millions)	Fiscal Year		
	2017	2016	2015
Minimum rent expense	\$ 1,208	\$ 1,208	\$ 1,211
Contingent rent expense	98	107	106
Less: Sublease income	(6)	(4)	(4)
Total	\$ 1,300	\$ 1,311	\$ 1,313

Note 12. Income Taxes

For financial reporting purposes, components of income before income taxes are as follows:

(\$ in millions)	Fiscal Year		
	2017	2016	2015
United States	\$ 1,301	\$ 1,191	\$ 1,401
Foreign	123	(67)	70
Income before income taxes	\$ 1,424	\$ 1,124	\$ 1,471

The provision for income taxes consists of the following:

(\$ in millions)	Fiscal Year		
	2017	2016	2015
Current:			
Federal	\$ 415	\$ 405	\$ 418
State	51	47	25
Foreign	49	50	7
Total current	515	502	450
Deferred:			
Federal	55	(41)	99
State	(5)	(5)	12
Foreign	11	(8)	(10)
Total deferred	61	(54)	101
Total provision	\$ 576	\$ 448	\$ 551

The difference between the effective tax rate and the U.S. federal statutory tax rate is as follows:

	Fiscal Year		
	2017	2016	2015
Federal statutory tax rate	33.7 %	35.0 %	35.0 %
State and local income taxes, net of federal benefit	4.0	3.7	2.5
Tax impact of foreign operations	(1.1)	4.5	0.3
Impact of Tax Cuts and Jobs Act of 2017	4.0	—	—
Excess foreign tax credits	(0.7)	(5.0)	—
Non-deductible goodwill impairment charge	—	2.2	—
Other	0.5	(0.5)	(0.3)
Effective tax rate	40.4 %	39.9 %	37.5 %

On December 22, 2017, the Tax Cuts and Jobs Act of 2017 (the "TCJA") was enacted into law, which significantly changes existing U.S. tax law and includes numerous provisions that affect our business, such as imposing a one-time transition tax on deemed repatriation of deferred foreign income, reducing the U.S. federal statutory tax rate, and adopting a territorial tax system. The TCJA resulted in a one-time transition tax, payable over eight years without interest or penalties, on deferred foreign income not previously subject to U.S. income tax at a rate of 15.5% for income held in foreign cash and certain other net current assets, and 8% on the remaining income. The TCJA also reduces the U.S. federal statutory tax rate from 35% to 21% effective January 1, 2018, which resulted in a remeasurement of deferred tax assets and liabilities. The TCJA includes a provision to tax global intangible low-taxed income ("GILTI") of foreign subsidiaries and a base erosion anti-abuse tax ("BEAT") measure that taxes certain payments between a U.S. corporation and its subsidiaries. The GILTI and BEAT provisions of the TCJA will be effective for us beginning fiscal 2018.

On December 22, 2017, the Securities and Exchange Commission ("SEC") issued SEC Staff Accounting Bulletin ("SAB") No. 118 to address the application of FASB Accounting Standards Codification ("ASC") Topic 740, Income Taxes, in reporting periods that include December 22, 2017. SAB No. 118 permits organizations to report provisional amounts during a measurement period for the specific income tax effects of the TCJA for which the accounting under ASC Topic 740 will be incomplete but a reasonable estimate can be determined. The measurement period ends when an organization has obtained, prepared and analyzed the information needed to complete the accounting requirements under ASC Topic 740, not to extend beyond one year from the enactment date of the TCJA.

As of February 3, 2018, we have not finalized our accounting for the tax effects of the TCJA. We have made a reasonable estimate of the effects of TCJA and recorded an estimated net charge of \$57 million, primarily due to the impact of the one-time transition tax on the deemed repatriation of foreign income and the impact of TCJA on remeasurement of deferred tax assets and liabilities. The provisional net charge is subject to revisions as we complete our analysis of the TCJA, collect and prepare necessary data, and interpret any additional guidance issued by the U.S. Treasury Department, Internal Revenue Service ("IRS"), FASB, and other standard-setting and regulatory bodies. Adjustments may materially impact our provision for income taxes and effective tax rate in the period in which the adjustments are made. Our accounting for the tax effects of the TCJA will be completed during the measurement period, which will not extend beyond one year from the enactment date.

We recorded an estimated \$59 million charge related to the transition tax, which was included in income taxes on our Consolidated Income Statement and lease incentives and other long term liabilities on our Consolidated Balance Sheet. We have not finalized our accounting for the transition tax as our analysis of our total post-1986 earnings and profits (E&P) which we have previously deferred from U.S. income taxes is not complete. This amount may change when we finalize the calculation of post-1986 foreign E&P previously deferred from U.S. federal taxation, determine the impact on the transition tax of other fiscal year 2017 transactions and finalize the amounts held in cash or other specified assets. Our estimate of the transition tax is also impacted by a change in the structure of certain legal entities in fiscal 2017, which resulted in an overall net tax benefit of approximately \$23 million.

We recorded a provisional estimated benefit of \$2 million related to the impact of TCJA on our recorded deferred tax assets and liabilities, which was included in income taxes on our Consolidated Income Statement and other long-term assets on our Consolidated Balance Sheet. We remeasured our deferred taxes to reflect the reduced rate that will apply when these deferred taxes are settled or realized in future periods and reversed certain deferred tax balances recorded for previously unremitted earnings. We have not yet completed our accounting for changes to deferred taxes, including those balances associated with fixed assets and executive compensation, and have recorded provisional estimates in our financial statements that will be subject to further revisions as a result of TCJA.

Due to the complexity of the new GILTI tax rules, we are continuing to evaluate this provision of the TCJA. Under GAAP, we can make an accounting policy election to either treat taxes due on the GILTI inclusion as a current period expense, or factor such amounts into our measurement of deferred taxes. We will make such accounting policy election during the measurement period.

For fiscal 2016, the tax impact of foreign operations includes the effects of restructuring costs incurred in certain foreign subsidiaries for which the Company was not able to recognize any tax benefit. In connection with a review of the Company's legal entity structure, we realigned certain entities in fiscal 2016, which resulted in an overall net tax benefit of approximately \$57 million. This benefit is primarily due to the recognition of foreign tax credits which exceeded the taxes due upon the realignment.

The impact of state and local income taxes for fiscal 2015, net of federal benefit, includes retroactive tax benefits resulting from the approval of certain state tax credits which the company received in fiscal 2015.

Deferred tax assets (liabilities) consist of the following:

(\$ in millions)	February 3, 2018	January 28, 2017
Gross deferred tax assets:		
Deferred rent	\$ 125	\$ 164
Accrued payroll and related benefits	55	98
Accruals	100	112
Inventory capitalization and other adjustments	23	55
Deferred income	32	57
Unrealized net loss on cash flow hedges	4	—
Federal, state, and foreign net operating losses	64	65
Other	36	48
Total gross deferred tax assets	439	599
Valuation allowance	(151)	(133)
Total deferred tax assets, net of valuation allowance	288	466
Deferred tax liabilities:		
Depreciation and amortization	(79)	(140)
Unremitted earnings of certain foreign subsidiaries	(4)	(58)
Unrealized net gain on cash flow hedges	—	(11)
Other	(8)	(8)
Total deferred tax liabilities	(91)	(217)
Net deferred tax assets	\$ 197	\$ 249

As of February 3, 2018, we had approximately \$28 million of state and \$277 million of foreign loss carryovers in multiple taxing jurisdictions that could be utilized to reduce the tax liabilities of future years. The tax-effected loss carryovers were approximately \$2 million for state and \$61 million for foreign as of February 3, 2018. We provided a valuation allowance of approximately \$50 million against the deferred tax assets related to the foreign loss carryovers. We also provided a valuation allowance of approximately \$101 million related to other foreign deferred tax assets. The state losses expire between fiscal 2021 and fiscal 2036, approximately \$73 million of the foreign losses expire between fiscal 2018 and fiscal 2037, and \$204 million of the foreign losses do not expire.

The activity related to our unrecognized tax benefits is as follows:

(\$ in millions)	Fiscal Year		
	2017	2016	2015
Balance at beginning of fiscal year	\$ 44	\$ 47	\$ 75
Increases related to current year tax positions	48	4	3
Prior year tax positions:			
Increases	28	3	6
Decreases	(2)	(5)	(34)
Lapse of Statute of Limitations	(1)	—	—
Cash settlements	—	(5)	(3)
Foreign currency translation	1	—	—
Balance at end of fiscal year	\$ 118	\$ 44	\$ 47

Of the \$118 million, \$44 million, and \$47 million of total unrecognized tax benefits as of February 3, 2018, January 28, 2017, and January 30, 2016, respectively, approximately \$106 million, \$34 million, and \$34 million, respectively, represents the amount of unrecognized tax benefits that, if recognized, would favorably affect the effective income tax rate in future periods.

During fiscal 2017 and 2015, interest expense of \$4 million and \$1 million, respectively, was recognized in the Consolidated Statements of Income relating to tax liabilities. During fiscal 2016, there were no material amounts for interest expense relating to tax liabilities. In fiscal 2015, we also recognized an interest expense reversal of \$15 million in the Consolidated Statement of Income, primarily as a result of a favorable foreign tax ruling and actions of foreign tax authorities related to transfer pricing matters. We reduced our unrecognized tax benefits for these matters by \$32 million, and there was no impact on the tax provision due to the offsetting decrease for the U.S. indirect effect of these unrecognized tax benefits.

As of February 3, 2018 and January 28, 2017, the Company had total accrued interest related to the unrecognized tax benefits of \$7 million and \$3 million, respectively. There were no accrued penalties related to the unrecognized tax benefits as of February 3, 2018 or January 28, 2017.

The Company conducts business globally, and as a result, files income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. In the normal course of business, we are subject to examination by taxing authorities throughout the world, including such major jurisdictions as the United States, Canada, France, the United Kingdom, China, Hong Kong, Japan, and India. We are no longer subject to U.S. federal income tax examinations for fiscal years before 2009, and with few exceptions, we also are no longer subject to U.S. state, local, or non-U.S. income tax examinations for fiscal years before 2008.

The Company engages in continual discussions with taxing authorities regarding tax matters in the various U.S. and foreign jurisdictions in the normal course of business. As of February 3, 2018, it is reasonably possible that we will recognize a decrease in gross unrecognized tax benefits within the next 12 months of up to \$7 million, primarily due to the closing of audits. If we do recognize such a decrease, the net impact on the Consolidated Statement of Income would not be material.

Note 13. Employee Benefit Plans

We have two qualified defined contribution retirement plans, the GapShare 401(k) Plan and the GapShare Puerto Rico Plan (the "Plans"), which are available to employees who meet the eligibility requirements. The Plans permit eligible employees to make contributions up to the maximum limits allowable under the applicable Internal Revenue Codes. Under the Plans, we match, in cash, all or a portion of employees' contributions under a predetermined formula. Our contributions vest immediately. Our matching contributions to the Plans were \$45 million, \$44 million, and \$42 million in fiscal 2017, 2016, and 2015, respectively.

We maintain the Gap Inc. DCP, which allows eligible employees and non-employee directors to defer base compensation up to a maximum percentage. Plan investments are directed by participants and are recorded at market value and designated for the DCP. The fair value of the Company's DCP assets is determined based on quoted market prices. As of February 3, 2018 and January 28, 2017, the assets related to the DCP were \$47 million and \$40 million, respectively, and were recorded in other long-term assets in the Consolidated Balance Sheets. As of February 3, 2018 and January 28, 2017, the corresponding liabilities related to the DCP were \$47 million and \$41 million, respectively, and were recorded in lease incentives and other long-term liabilities in the Consolidated Balance Sheets. We match all or a portion of employees' contributions under a predetermined formula. Plan investments are elected by the participants, and investment returns are not guaranteed by the Company. Our matching contributions to the DCP in fiscal 2017, 2016, and 2015 were not material.

Note 14. Earnings per Share

Weighted-average number of shares used for earnings per share is as follows:

(shares in millions)	Fiscal Year		
	2017	2016	2015
Weighted-average number of shares—basic	393	399	411
Common stock equivalents	3	1	2
Weighted-average number of shares—diluted	396	400	413

The above computations of weighted-average number of shares—diluted exclude 9 million, 7 million, and 4 million shares related to stock options and other stock awards for fiscal 2017, 2016, and 2015, respectively, as their inclusion would have an anti-dilutive effect on earnings per share.

Note 15. Commitments and Contingencies

We are a party to a variety of contractual agreements under which we may be obligated to indemnify the other party for certain matters. These contracts primarily relate to our commercial contracts, operating leases, trademarks, intellectual property, financial agreements, and various other agreements. Under these contracts, we may provide certain routine indemnifications relating to representations and warranties (e.g., ownership of assets, environmental or tax indemnifications), or personal injury matters. The terms of these indemnifications range in duration and may not be explicitly defined. Generally, the maximum obligation under such indemnifications is not explicitly stated, and as a result, the overall amount of these obligations cannot be reasonably estimated. Historically, we have not made significant payments for these indemnifications. We believe that if we were to incur a loss in any of these matters, the loss would not have a material effect on our Consolidated Financial Statements taken as a whole.

As a multinational company, we are subject to various Actions arising in the ordinary course of our business. Many of these Actions raise complex factual and legal issues and are subject to uncertainties. As of February 3, 2018, Actions filed against us included commercial, intellectual property, customer, employment, and data privacy claims, including class action lawsuits. The plaintiffs in some Actions seek unspecified damages or injunctive relief, or both. Actions are in various procedural stages and some are covered in part by insurance. As of February 3, 2018 and January 28, 2017, we recorded a liability for an estimated loss if the outcome of an Action is expected to result in a loss that is considered probable and reasonably estimable. The liability recorded as of February 3, 2018 and January 28, 2017 was not material for any individual Action or in total. Subsequent to February 3, 2018 and through the filing date of March 20, 2018, no information has become available that indicates a change is required that would be material to our Consolidated Financial Statements taken as a whole.

We cannot predict with assurance the outcome of Actions brought against us. Accordingly, developments, settlements, or resolutions may occur and impact income in the quarter of such development, settlement, or resolution. However, we do not believe that the outcome of any current Action would have a material effect on our Consolidated Financial Statements taken as a whole.

Fire at the Fishkill Distribution Center

On August 29, 2016, a fire occurred in one of the buildings at a Company-owned distribution center campus in Fishkill, New York impacting primarily products held for Gap and Banana Republic. The Company recorded insurance recoveries based on the determination that recovery of certain fire-related costs of \$133 million incurred as of January 28, 2017 was probable. In January of fiscal 2016, the Company agreed upon a partial settlement of \$159 million related to the loss on inventory and recorded a gain of \$73 million, representing the excess over the loss on inventory, which was recorded in operating expenses in the Consolidated Statement of Income. During fiscal 2016, the Company received \$174 million of insurance proceeds. As a result, the insurance receivable balance was \$32 million as of January 28, 2017 and was recorded in other current assets in the Consolidated Balance Sheet.

During fiscal 2017, the Company incurred additional fire-related costs that are recorded in cost of goods sold and occupancy expenses and operating expenses in the Consolidated Statement of Income.

In January 2018, the Company agreed upon a final settlement with its insurers. Total insurance proceeds for fiscal 2017 were \$193 million, all of which were received as of February 3, 2018. Included in the \$193 million was \$15 million in certain fire-related costs incurred in fiscal 2017 for which the Company recorded insurance recoveries based on the determination that recovery of these fire-related costs is probable, a gain of \$64 million primarily related to property and equipment, and the reduction of the \$32 million insurance receivable balance in the Consolidated Balance Sheet from fiscal 2016. The remaining settlement was recorded as a reduction to cost of goods sold and occupancy expenses or operating expenses in the Consolidated Statement of Income, primarily offsetting the fire-related costs incurred during fiscal 2017.

During fiscal 2017, we allocated \$66 million of insurance proceeds to the loss on property and equipment based on the settlements of claims reported as insurance proceeds related to loss on property and equipment, a component of cash flows from investing activities, in the Consolidated Statement of Cash Flows.

Note 16. Segment Information

We identify our operating segments according to how our business activities are managed and evaluated. As of February 3, 2018, our operating segments included: Gap Global, Old Navy Global, Banana Republic Global, Athleta, and Intermix. Each operating segment has a brand president who is responsible for various geographies and channels. Each of our brands serves customers through its store and online channels, allowing us to execute on our omni-channel strategy where customers can shop seamlessly in retail stores and online through desktop or mobile devices. We have determined that each of our operating segments share similar economic and other qualitative characteristics, and therefore the results of our operating segments are aggregated into one reportable segment as of February 3, 2018.

Net sales by brand and region are as follows:

(\$ in millions)						
Fiscal 2017	Gap Global	Old Navy Global	Banana Republic Global	Other (2)	Total	Percentage of Net Sales
U.S. (1)	\$ 3,065	\$ 6,570	\$ 2,017	\$ 916	\$ 12,568	80%
Canada	398	547	225	3	1,173	7
Europe	626	—	15	—	641	4
Asia	1,117	50	96	—	1,263	8
Other regions	112	71	27	—	210	1
Total	\$ 5,318	\$ 7,238	\$ 2,380	\$ 919	\$ 15,855	100%
(\$ in millions)						
Fiscal 2016	Gap Global	Old Navy Global	Banana Republic Global	Other (2)	Total	Percentage of Net Sales
U.S. (1)	\$ 3,113	\$ 6,051	\$ 2,052	\$ 773	\$ 11,989	77%
Canada	368	490	223	3	1,084	7
Europe	630	—	59	—	689	5
Asia	1,215	220	109	—	1,544	10
Other regions	129	53	28	—	210	1
Total	\$ 5,455	\$ 6,814	\$ 2,471	\$ 776	\$ 15,516	100%
(\$ in millions)						
Fiscal 2015	Gap Global	Old Navy Global	Banana Republic Global	Other (3)	Total	Percentage of Net Sales
U.S. (1)	\$ 3,303	\$ 5,987	\$ 2,211	\$ 712	\$ 12,213	77%
Canada	348	467	229	3	1,047	7
Europe	726	—	71	—	797	5
Asia	1,215	194	112	—	1,521	10
Other regions	159	27	33	—	219	1
Total	\$ 5,751	\$ 6,675	\$ 2,656	\$ 715	\$ 15,797	100%

(1) U.S. includes the United States, Puerto Rico, and Guam.

(2) Includes Athleta, Intermix, and, beginning in the fourth quarter of fiscal 2016, Weddington Way.

(3) Includes Athleta, Intermix, and Piperlime, which was discontinued as of the first quarter of fiscal 2015.

Net sales by region are allocated based on the location of the store where the customer paid for and received the merchandise or the distribution center or store from which the products were shipped.

Long-lived assets, excluding long-term derivative financial instruments in an asset position and long-term deferred tax assets, by geographic location are as follows:

(\$ in millions)	February 3, 2018	January 28, 2017
U.S. (1)	\$ 2,600	\$ 2,424
Other regions	624	606
Total long-lived assets	<u>\$ 3,224</u>	<u>\$ 3,030</u>

(1) U.S. includes the United States, Puerto Rico, and Guam.

Note 17. Quarterly Information (Unaudited)

Selected quarterly and annual operating results are as follows:

	13 Weeks Ended	13 Weeks Ended	13 Weeks Ended	14 Weeks Ended	53 Weeks Ended (2) (3)
	April 29, 2017	July 29, 2017	October 28, 2017	February 3, 2018	February 3, 2018 (fiscal 2017)
(\$ in millions except per share amounts)					
Net sales	\$ 3,440	\$ 3,799	\$ 3,838	\$ 4,778	\$ 15,855
Gross profit	\$ 1,303	\$ 1,479	\$ 1,525	\$ 1,759	\$ 6,066
Net income	\$ 143	\$ 271	\$ 229	\$ 205	\$ 848
Earnings per share—basic (1)	\$ 0.36	\$ 0.69	\$ 0.59	\$ 0.53	\$ 2.16
Earnings per share—diluted (1)	\$ 0.36	\$ 0.68	\$ 0.58	\$ 0.52	\$ 2.14

	13 Weeks Ended	13 Weeks Ended	13 Weeks Ended	13 Weeks Ended	52 Weeks Ended (6)
	April 30, 2016	July 30, 2016	October 29, 2016	January 28, 2017	January 28, 2017 (fiscal 2016)
(\$ in millions except per share amounts)					
Net sales	\$ 3,438	\$ 3,851	\$ 3,798	\$ 4,429	\$ 15,516
Gross profit	\$ 1,209	\$ 1,437	\$ 1,493	\$ 1,501	\$ 5,640
Net income	\$ 127	\$ 125	\$ 204	\$ 220	\$ 676
Earnings per share—basic (1)	\$ 0.32	\$ 0.31	\$ 0.51	\$ 0.55	\$ 1.69
Earnings per share—diluted (1)	\$ 0.32	\$ 0.31	\$ 0.51	\$ 0.55	\$ 1.69

(1) Earnings per share ("EPS") was computed individually for each of the periods presented; therefore, the sum of the EPS for the quarters may not equal the total for the year.

(2) During the second quarter of fiscal 2017, the Company recorded a \$64 million gain from insurance proceeds related to the Fishkill fire. The impact of the gain from insurance proceeds to diluted EPS was \$0.10.

(3) During the fourth quarter of fiscal 2017, the company recognized a net provisional tax impact of approximately \$34 million, which represents the provisional tax impact of federal tax reform of \$57 million, net of a related \$23 million benefit related to legal entity structuring that was also impacted by tax reform. The impact of the net provisional tax impact of federal tax reform was about \$0.09 to diluted EPS for the fourth quarter and full year of fiscal 2017.

(4) During the second quarter of fiscal 2016, the Company incurred \$150 million in restructuring costs on a pre-tax basis, of which \$15 million was recorded in costs of goods sold and occupancy expenses. The impact of the restructuring costs to diluted EPS was \$0.29.

(5) During the third quarter of fiscal 2016, the Company incurred \$29 million in restructuring costs on a pre-tax basis, of which \$7 million of credit, net, was recorded in cost of goods sold and occupancy expenses. The impact of the restructuring costs to diluted EPS was \$0.09.

(6) During the fourth quarter of fiscal 2016, the Company incurred \$18 million in restructuring costs on a pre-tax basis, of which \$8 million of credit, net, was recorded in cost of goods sold and occupancy expenses. The impact of the restructuring costs to diluted EPS was \$0.04 for the fourth quarter of fiscal 2016. During fiscal 2016, the Company incurred \$197 million in restructuring costs on a pre-tax basis which was recorded in operating expenses. The impact of the restructuring costs to diluted EPS was \$0.41 for fiscal 2016. During the fourth quarter of fiscal 2016, the Company recorded a non-tax deductible goodwill impairment charge of \$71 million, or \$0.18 impact to diluted EPS, related to Intermix. During the fourth quarter of fiscal 2016, the Company recorded a \$73 million gain from insurance proceeds related to the Fishkill fire. The impact of the gain from insurance proceeds to diluted EPS was an \$0.11 benefit. The Company recognized a tax benefit of approximately \$57 million as a result of a legal structure realignment in the fourth quarter of fiscal 2016, which was about a \$0.15 benefit to diluted EPS.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

We carried out an evaluation, under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) as of the end of the period covered by this Annual Report on Form 10-K. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining an adequate system of internal control over financial reporting, as defined in Exchange Act Rule 13a-15(f). Management conducted an assessment of our internal control over financial reporting based on the framework established by the Committee of Sponsoring Organizations of the Treadway Commission in *Internal Control—Integrated Framework* (released in 2013). Based on the assessment, management concluded that as of February 3, 2018, our internal control over financial reporting is effective. The Company's internal control over financial reporting as of February 3, 2018 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report which is included in Item 8 of this Form 10-K.

Changes in Internal Control over Financial Reporting

There was no change in the Company's internal control over financial reporting that occurred during the Company's fourth quarter of fiscal 2017 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B. Other Information.

Not applicable.

Part III

Item 10. Directors, Executive Officers and Corporate Governance.

The information required by this item is incorporated herein by reference to the sections entitled "Nominees for Election as Directors," "Corporate Governance—Audit and Finance Committee," and "Section 16(a) Beneficial Ownership Reporting Compliance" in the 2018 Proxy Statement. See also Part I, Item 1 in the section entitled "Executive Officers of the Registrant."

The Company has adopted a code of ethics, our Code of Business Conduct, which applies to all employees including our principal executive officer, principal financial officer, controller, and persons performing similar functions. Our Code of Business Conduct is available on our website, gapinc.com, under "Investors, Corporate Compliance, Code of Business Conduct." Any amendments and waivers to the Code will also be available on the website.

Item 11. Executive Compensation.

The information required by this item is incorporated herein by reference to the sections entitled "Compensation of Directors," "Corporate Governance—Compensation and Management Development Committee," and "Executive Compensation and Related Information" in the 2018 Proxy Statement.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The information required by this item is incorporated herein by reference to the sections entitled “Executive Compensation and Related Information—Equity Compensation Plan Information” and “Beneficial Ownership of Shares” in the 2018 Proxy Statement.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

The information required by this item is incorporated herein by reference to the sections entitled “Policies and Procedures with Respect to Related Party Transactions” and “Nominees for Election as Directors—Director Independence” in the 2018 Proxy Statement.

Item 14. Principal Accounting Fees and Services.

The information required by this item is incorporated herein by reference to the section entitled “Principal Accounting Firm Fees” in the 2018 Proxy Statement.

Part IV

Item 15. Exhibits, Financial Statement Schedules.

1. Financial Statements: See "Index to Consolidated Financial Statements" in Part II, Item 8 of this Form 10-K.
2. Financial Statement Schedules: Schedules are included in the Consolidated Financial Statements or notes of this Form 10-K or are not required.
3. Exhibits: The exhibits listed in the below Exhibit Index are filed or incorporated by reference as part of this Form 10-K.

Exhibit Index

- 3.1 Registrant's Amended and Restated Certificate of Incorporation, filed as Exhibit 3.1 to Registrant's Annual Report on Form 10-K for the year ended January 30, 1993, Commission File No. 1-7562. (P)
- 3.2 Certificate of Amendment of Amended and Restated Certificate of Incorporation, filed as Exhibit 3.2 to Registrant's Annual Report on Form 10-K for year ended January 29, 2000, Commission File No. 1-7562. (P)
- [3.3](#) Amended and Restated Bylaws of the Company (effective February 1, 2015), filed as Exhibit 3(ii) to Registrant's Form 8-K on November 14, 2014, Commission File No. 1-7562.
- [4.1](#) Indenture, dated as of April 12, 2011, by and between Registrant and Wells Fargo Bank, National Association, as Trustee, filed as Exhibit 4.1 to Registrant's Form 8-K on April 12, 2011, Commission File No. 1-7562.
- [4.2](#) First Supplemental Indenture, dated as of April 12, 2011, relating to the issuance of \$1,250,000,000 aggregate principal amount of Registrant's 5.95% Notes due 2021, filed as Exhibit 4.2 to Registrant's Form 8-K on April 12, 2011, Commission File No. 1-7562.
- [4.3](#) Form of Registrant's 5.95% Notes due 2021, included as Exhibit A to First Supplemental Indenture, filed as Exhibit 4.2 to Registrant's Form 8-K on April 12, 2011, Commission File No. 1-7562.
- [10.1](#) Amended and Restated Revolving Credit Agreement dated May 20, 2015, filed as Exhibit 10.2 to Registrant's Form 10-Q for the quarter ended August 1, 2015, Commission File No. 1-7562.
- [10.2](#) Letter Amendment No. 1 to the Amended and Restated Revolving Credit Agreement dated August 31, 2016, filed as Exhibit 10.2 to Registrant's Form 10-Q for the quarter ended July 30, 2016, Commission File No. 1-7562.
- [10.3](#) Second Amended and Restated Master Services Agreement between Registrant and IBM, dated as of March 29, 2013, filed as Exhibit 10.1 to Registrant's Form 10-Q for the quarter ended May 4, 2013, Commission File No. 1-7562. (1)
- [10.4](#) Amended and Restated Consumer Credit Card Program Agreement by and among Registrant, Gap (Puerto Rico), Inc., GPS Consumer Direct, Inc., Gap (Apparel), LLC, Gap (ITM) Inc., GE Capital Retail Bank and GE Capital Retail Finance Corporation, dated as of February 28, 2014, filed as Exhibit 10.1 to Amendment No. 1 to Registrant's Form 10-Q for the quarter ended May 3, 2014, Commission File No. 1-7562. (1)

- [10.5](#) First Amendment to Amended and Restated Consumer Credit Card Program Agreement by and among Registrant, Gap (Puerto Rico), Inc., GPS Consumer Direct, Inc., Gap (Apparel), LLC, Gap (ITM) Inc., Synchrony Bank (f/k/a GE Capital Retail Bank) and Synchrony Financial, dated as of January 31, 2015, filed as Exhibit 10.12 to Registrant's Form 10-K for the year ended January 31, 2015, Commission File No. 1-7562.
- [10.6](#) Second Amendment to Amended and Restated Consumer Credit Card Program Agreement by and among Registrant, Gap (Puerto Rico), Inc., GPS Consumer Direct, Inc., Gap (Apparel), LLC, Gap (ITM) Inc., Synchrony Bank (f/k/a GE Capital Retail Bank) and Synchrony Financial, dated as of May 8, 2015, filed as Exhibit 10.1 to Registrant's Form 10-Q for the quarter ended August 1, 2015, Commission File No. 1-7562. (1)
- [10.7](#) Third Amendment to Amended and Restated Consumer Credit Card Program Agreement by and among Registrant, Gap (Puerto Rico), Inc., GPS Consumer Direct, Inc., Gap (Apparel), LLC, Gap (ITM) Inc., Synchrony Bank (f/k/a GE Capital Retail Bank) and Synchrony Financial, dated as of December 15, 2015, filed as Exhibit 10.16 to Registrant's Form 10-K for the year ended January 30, 2016, Commission File No. 1-7562. (1)
- [10.8](#) Fourth Amendment to Amended and Restated Consumer Credit Card Program Agreement by and among Registrant, Gap (Puerto Rico), Inc., GPS Consumer Direct, Inc., Gap (Apparel), LLC, Gap (ITM) Inc., SynchronyBank (f/k/a GE Capital Retail Bank) and Synchrony Financial, dated as of April 29, 2016, filed as Exhibit 10.1 to Registrant's Form 10-Q for the quarter ended April 30, 2016, Commission File No. 1-7562. (1)
- [10.9](#) Fifth Amendment to Amended and Restated Consumer Credit Card Program Agreement by and among Registrant, Gap (Puerto Rico), Inc., GPS Consumer Direct, Inc., Gap (Apparel), LLC, Gap (ITM) Inc., Synchrony Bank (f/k/a GE Capital Retail Bank) and Synchrony Financial, dated as of April 7, 2017, filed as Exhibit 10.1 to Registrant's Form 10-Q for the quarter ended April 29, 2017, Commission File No. 1-7562. (1)

EXECUTIVE COMPENSATION PLANS AND ARRANGEMENTS

- [10.10](#) Executive Management Incentive Compensation Award Plan, filed as Appendix A to Registrant's definitive proxy statement for its annual meeting of stockholders held on May 19, 2015, Commission File No. 1-7562.
- 10.11 The Gap, Inc. Executive Deferred Compensation Plan, filed as Exhibit 10.3 to Registrant's Form 10-Q for the quarter ended October 31, 1998, Commission File No.1-7562. (P)
- [10.12](#) Amendment to Executive Deferred Compensation Plan - Freezing of Plan Effective December 31, 2005, filed as Exhibit 10.1 to Registrant's Form 8-K on November 8, 2005, Commission File No. 1-7562.
- [10.13](#) Amendment to Executive Deferred Compensation Plan - Merging of Plan into the Supplemental Deferred Compensation Plan, filed as Exhibit 10.29 to Registrant's Form 10-K for the year ended January 31, 2009, Commission File No. 1-7562.
- [10.14](#) Amendment to Executive Deferred Compensation Plan - Suspension of Pending Merger into Supplemental Deferred Compensation Plan, filed as Exhibit 10.30 to Registrant's Form 10-K for the year ended January 31, 2009, Commission File No. 1-7562.
- [10.15](#) Amendment to Executive Deferred Compensation Plan - Merging of Plan into the Deferred Compensation Plan, filed as Exhibit 10.1 to Registrant's Form 10-Q for the quarter ended October 31, 2009, Commission File No. 1-7562.

- [10.16](#) Deferred Compensation Plan, amended and restated effective September 1, 2011, filed as Exhibit 10.1 to Registrant's Form 10-Q for the quarter ended October 29, 2011, Commission File No. 1-7562.
- [10.17](#) Deferred Compensation Plan, amended and restated effective November 17, 2015, filed as Exhibit 10.24 to Registrant's Form 10-K for the year ended January 30, 2016, Commission File No. 1-7562.
- [10.18](#) Deferred Compensation Plan, amended and restated effective March 24, 2016, filed as Exhibit 10.2 to Registrant's Form 10-Q for the quarter ended April 30, 2016, Commission File No. 1-7562.
- [10.19](#) Supplemental Deferred Compensation Plan, filed as Exhibit 4.1 to the Company's Registration Statement on Form S-8, dated November 29, 2005, Commission File No. 333-129986.
- [10.20](#) First Amendment to Supplemental Deferred Compensation Plan, filed as Exhibit 10.32 to Registrant's Form 10-K for the year ended January 31, 2009, Commission File No. 1-7562.
- [10.21](#) Second Amendment to Supplemental Deferred Compensation Plan - Merging of Executive Deferred Compensation Plan into the Plan and Name Change to Deferred Compensation Plan, filed as Exhibit 10.33 to Registrant's Form 10-K for the year ended January 31, 2009, Commission File No. 1-7562.
- [10.22](#) Third Amendment to Supplemental Deferred Compensation Plan - Suspension of Pending Merging of Executive Deferred Compensation Plan into the Plan and Name Change to Deferred Compensation Plan, filed as Exhibit 10.34 to Registrant's Form 10-K for the year ended January 31, 2009, Commission File No. 1-7562.
- [10.23](#) Fourth Amendment to Supplemental Deferred Compensation Plan - Merging of Executive Deferred Compensation Plan into the Plan and Name Change to Deferred Compensation Plan, filed as Exhibit 10.2 to Registrant's Form 10-Q for the quarter ended October 31, 2009, Commission File No. 1-7562.
- [10.24](#) 2006 Long-Term Incentive Plan, filed as Appendix B to Registrant's definitive proxy statement for its annual meeting of stockholders held on May 9, 2006, Commission File No. 1-7562.
- [10.25](#) 2006 Long-Term Incentive Plan, as amended and restated effective August 20, 2008, filed as Exhibit 10.1 to Registrant's Form 10-Q for the quarter ended November 1, 2008, Commission File No. 1-7562.
- [10.26](#) Amendment No. 1 to Registrant's 2006 Long-Term Incentive Plan, filed as Exhibit 10.62 to Registrant's Form 10-K for the year ended February 3, 2007, Commission File No. 1-7562.
- [10.27](#) 2011 Long-Term Incentive Plan, filed as Appendix A to Registrant's definitive proxy statement for its annual meeting of stockholders held on May 17, 2011, Commission File No. 1-7562.
- [10.28](#) Amended and Restated 2011 Long-Term Incentive Plan (effective February 26, 2014), filed as Exhibit 10.1 to Registrant's Form 8-K on March 6, 2014, Commission File No. 1-7562.
- [10.29](#) 2016 Long-Term Incentive Plan, filed as Appendix A to Registrant's definitive proxy statement for its annual meeting of stockholders held on May 17, 2016, Commission File No. 1-7562.
- [10.30](#) Amended and Restated 2016 Long-Term Incentive Plan (effective February 22, 2017). (2)

- [10.31](#) Form of Non-Qualified Stock Option Agreement for Executives under the 2006 Long-Term Incentive Plan, filed as Exhibit 10.1 to Registrant's Form 8-K on March 23, 2006, Commission File No. 1-7562.
- [10.32](#) Form of Non-Qualified Stock Option Agreement under the 2011 Long-Term Incentive Plan, filed as Exhibit 10.8 to Registrant's Form 10-Q for the quarter ended April 30, 2011, Commission File No. 1-7562.
- [10.33](#) Form of Non-Qualified Stock Option Agreement under the 2011 Long-Term Incentive Plan, filed as Exhibit 10.9 to Registrant's Form 10-Q for the quarter ended July 28, 2012, Commission File No. 1-7562.
- [10.34](#) Form of Non-Qualified Stock Option Agreement under the 2011 Long-Term Incentive Plan, filed as Exhibit 10.72 to Registrant's Form 10-K for the year ended February 2, 2013, Commission File No. 1-7562.
- [10.35](#) Form of Non-Qualified Stock Option Agreement under the 2011 Long-Term Incentive Plan, filed as Exhibit 10.2 to Registrant's Form 8-K on March 6, 2014, Commission File No. 1-7562.
- [10.36](#) Form of Non-Qualified Stock Option Agreement under the 2011 Long-Term Incentive Plan, filed as Exhibit 10.1 to Registrant's Form 8-K on March 6, 2015, Commission File No. 1-7562.
- [10.37](#) Form of Non-Qualified Stock Option Agreement under the 2011 Long-Term Incentive Plan, filed as Exhibit 10.60 to Registrant's Form 10-K for the year ended January 30, 2016, Commission File No. 1-7562.
- [10.38](#) Form of Non-Qualified Stock Option Agreement under the 2016 Long-Term Incentive Plan, filed as Exhibit 10.1 to Registrant's Form 8-K on March 9, 2017, Commission File No. 1-7562.
- [10.39](#) Form of Non-Qualified Stock Option Agreement under the 2016 Long-Term Incentive Plan, filed as Exhibit 10.1 to Registrant's Form 8-K on March 16, 2018, Commission File No. 1-7562.
- [10.40](#) Form of Stock Award Agreement for Executives under the 2006 Long-Term Incentive Plan, filed as Exhibit 10.2 to Registrant's Form 8-K on March 23, 2006, Commission File No. 1-7562.
- [10.41](#) Form of Performance Share Agreement under the 2011 Long-Term Incentive Plan, filed as Exhibit 10.9 to Registrant's Form 10-Q for the quarter ended April 30, 2011, Commission File No. 1-7562.
- [10.42](#) Form of Performance Share Agreement under the 2011 Long-Term Incentive Plan, filed as Exhibit 10.8 to Registrant's Form 10-Q for the quarter ended July 28, 2012, Commission File No. 1-7562.
- [10.43](#) Form of Performance Share Agreement under the 2006 Long-Term Incentive Plan, filed as Exhibit 10.5 to Registrant's Form 10-Q for the quarter ended May 1, 2010, Commission File No. 1-7562.
- [10.44](#) Form of Performance Share Agreement under the 2006 Long-Term Incentive Plan, filed as Exhibit 10.1 to Registrant's Form 8-K for the quarter ended March 11, 2011, Commission File No. 1-7562.
- [10.45](#) Form of Performance Share Agreement under the 2011 Long-Term Incentive Plan., filed as Exhibit 10.85 to Registrant's Form 10-K for the year ended February 2, 2013, Commission File No. 1-7562.
- [10.46](#) Form of Performance Share Agreement under the 2011 Long-Term Incentive Plan, filed as Exhibit 10.4 to Registrant's form 8-K on March 6, 2014, Commission File No. 1.7562.

- [10.47](#) Form of Performance Share Agreement under the 2011 Long-Term Incentive Plan, filed as Exhibit 10.3 to Registrant's form 8-K on March 6, 2015, Commission File No. 1-7562.
- [10.48](#) Form of Performance Share Agreement under the 2011 Long-Term Incentive Plan, filed as Exhibit 10.69 to Registrant's Form 10-K for the year ended January 30, 2016, Commission File No. 1-7562.
- [10.49](#) Form of Performance Share Agreement under the 2016 Long-Term Incentive Plan, filed as Exhibit 10.3 to Registrant's Form 8-K on March 9, 2017, Commission File No. 1-7562.
- [10.50](#) Form of Performance Share Agreement under the 2016 Long-Term Incentive Plan, filed as Exhibit 10.3 to Registrant's Form 8-K on March 16, 2018, Commission File No. 1-7562.
- [10.51](#) Form of Restricted Stock Unit Award Agreement under the 2011 Long-Term Incentive Plan, filed as Exhibit 10.7 to Registrant's Form 10-Q for the quarter ended April 30, 2011, Commission File No. 1-7562.
- [10.52](#) Form of Restricted Stock Unit Award Agreement under the 2011 Long-Term Incentive Plan, filed as Exhibit 10.10 to Registrant's Form 10-Q for the quarter ended July 28, 2012, Commission File No. 1-7562.
- [10.53](#) Form of Restricted Stock Unit Award Agreement under the 2011 Long-Term Incentive Plan, filed as Exhibit 10.89 to Registrant's Form 10-K for the year ended February 2, 2013, Commission File No. 1-7562.
- [10.54](#) Form of Restricted Stock Unit Award Agreement under the 2011 Long-Term Incentive Plan, filed as Exhibit 10.3 to Registrant's Form 8-K on March 6, 2014, Commission File No. 1-7562.
- [10.55](#) Form of Restricted Stock Unit Award Agreement under the 2011 Long-Term Incentive Plan, filed as Exhibit 10.2 to Registrant's Form 8-K on March 6, 2015, Commission File No. 1-7562.
- [10.56](#) Form of Restricted Stock Unit Award Agreement under the 2011 Long-Term Incentive Plan, filed as Exhibit 10.75 to Registrant's Form 10-K for the year ended January 30, 2016, Commission File No. 1-7562.
- [10.57](#) Form of Restricted Stock Unit Award Agreement under the 2016 Long-Term Incentive Plan, filed as Exhibit 10.2 to Registrant's Form 8-K on March 9, 2017, Commission File No. 1-7562.
- [10.58](#) Form of Restricted Stock Unit Award Agreement under the 2016 Long-Term Incentive Plan, filed as Exhibit 10.2 Registrant's Form 8-K on March 16, 2018, Commission File No. 1-7562.
- [10.59](#) Form of Restricted Stock Unit Award Agreement (Retention Version) under the 2016 Long-Term Incentive Plan, filed as Exhibit 10.4 Registrant's Form 8-K on March 16, 2018, Commission File No. 1-7562.
- [10.60](#) Form of Director Stock Unit Agreement and Stock Unit Deferral Election Form under the 2011 Long-Term Incentive Plan, filed as Exhibit 10.10 to Registrant's Form 10-Q for the quarter ended April 30, 2011, Commission File No. 1-7562.
- [10.61](#) Form of Director Stock Unit Agreement and Stock Unit Deferral Election Form under the 2011 Long-Term Incentive Plan, filed as Exhibit 10.5 to Registrant's Form 8-K on March 6, 2014, Commission File No. 1-7562.

- [10.62](#) Form of Director Stock Unit Agreement and Stock Unit Deferral Election Form under the 2011 Long-Term Incentive Plan, filed as Exhibit 10.4 to Registrant's Form 8-K on March 6, 2015, Commission File No. 1-7562.
- [10.63](#) Form of Director Stock Unit Agreement and Stock Unit Deferral Election Form under the 2011 Long-Term Incentive Plan, filed as Exhibit 10.79 to Registrant's Form 10-K for the year ended January 30, 2016, Commission File No. 1-7562.
- [10.64](#) Form of Director Stock Unit Agreement and Stock Unit Deferral Election Form under the 2016 Long-Term Incentive Plan, filed as Exhibit 10.4 to Registrant's Form 8-K on March 9, 2017, Commission File No. 1-7562.
- [10.65](#) Summary of Revised Timing of Annual Board Member Stock Unit Grants, effective August 20, 2008, filed as Exhibit 10.3 to Registrant's Form 10-Q for the quarter ended November 1, 2008, Commission File No. 1-7562.
- [10.66](#) Agreement with Mark Breitbard dated February 27, 2017 and confirmed on March 2, 2017, filed as Exhibit 10.1 to Registrant's Form 10-Q for the quarter ended July 29, 2017, Commission File No. 1-7562.
- [10.67](#) Agreement for Post-Termination Benefits with Mark Breitbard dated June 2, 2017, filed as Exhibit 10.2 to Registrant's Form 10-Q for the quarter ended April 29, 2017, Commission File No. 1-7562.
- [10.68](#) Agreement with Paul Chapman dated November 16, 2015 and confirmed on November 16, 2015, filed as Exhibit 10.86 to Registrant's Form 10-K for the year ended January 30, 2016, Commission File No. 1-7562.
- [10.69](#) Agreement for Post-Termination Benefits with Paul Chapman dated June 2, 2017, filed as Exhibit 10.3 to Registrant's Form 10-Q for the quarter ended April 29, 2017, Commission File No. 1-7562.
- [10.70](#) Agreement with Shawn Curran dated September 29, 2017 and confirmed on October 5, 2017, filed as Exhibit 10.1 to Registrant's Form 10-Q for the quarter ended October 28, 2017, Commission File No. 1-7562.
- [10.71](#) Agreement with Sebastian DiGrande dated April 22, 2016 and confirmed on April 22, 2016, filed as Exhibit 10.1 to Registrant's Form 10-Q for the quarter ended July 30, 2016, Commission File No. 1-7562.
- [10.72](#) Agreement for Post-Termination Benefits with Sebastian DiGrande dated June 2, 2017, filed as Exhibit 10.4 to Registrant's Form 10-Q for the quarter ended April 29, 2017, Commission File No. 1-7562.
- [10.73](#) Agreement with Julie Gruber dated February 1, 2016 and confirmed on February 4, 2016, filed as Exhibit 10.3 to Registrant's Form 10-Q for the quarter ended April 30, 2016, Commission File No. 1-7562.
- [10.74](#) Agreement for Post-Termination Benefits with Julie Gruber dated June 2, 2017, filed as Exhibit 10.5 to Registrant's Form 10-Q for the quarter ended April 29, 2017, Commission File No. 1-7562.

- [10.75](#) Agreement with Brent Hyder dated April 3, 2017 and confirmed on April 19, 2017, filed as Exhibit 10.2 to Registrant's Form 10-Q for the quarter ended July 29, 2017, Commission File No. 1-7562.
- [10.76](#) Agreement for Post-Termination Benefits with Brent Hyder dated June 2, 2017, filed as Exhibit 10.6 to Registrant's Form 10-Q for the quarter ended April 29, 2017, Commission File No. 1-7562.
- [10.77](#) Agreement with Jeff Kirwan dated November 17, 2014 and confirmed on November 18, 2014, filed as Exhibit 10.108 to Registrant's Form 10-K for the year ended January 31, 2015, Commission File No. 1-7562.
- [10.78](#) Agreement with Jeff Kirwan dated May 17, 2017 and confirmed on May 16, 2017, filed as Exhibit 10.3 to Registrant's Form 10-Q for the quarter ended July 29, 2017, Commission File No. 1-7562.
- [10.79](#) Agreement for Post-Termination Benefits with Jeff Kirwan dated June 2, 2017, filed as Exhibit 10.7 to Registrant's Form 10-Q for the quarter ended April 29, 2017, Commission File No. 1-7562.
- [10.80](#) Letter Agreement dated November 10, 2016 by and between Teri List-Stoll and the Registrant dated November 10, 2016 and confirmed on November 10, 2016, filed as Exhibit 10.1 to Registrant's Form 8-K on November 15, 2016, Commission File No. 1-7562.
- [10.81](#) Agreement for Post-Termination Benefits with Teri List-Stoll dated June 2, 2017, filed as Exhibit 10.8 to Registrant's Form 10-Q for the quarter ended April 29, 2017, Commission File No. 1-7562.
- [10.82](#) Agreement with Andi Owen dated November 17, 2014 and confirmed on November 18, 2014 filed as Exhibit 10.117 to Registrant's Form 10-K for the year ended January 31, 2015, Commission File No. 1-7562.
- [10.83](#) Letter Agreement with Art Peck dated October 3, 2014, filed as Exhibit 10.1 to Registrant's Form 8-K on October 8, 2014, Commission File No. 1-7562.
- [10.84](#) Agreement for Post-Termination Benefits with Art Peck dated June 2, 2017, filed as Exhibit 10.9 to Registrant's Form 10-Q for the quarter ended April 29, 2017, Commission File No. 1-7562.
- [10.85](#) Agreement with Sabrina L. Simmons dated February 4, 2008 and confirmed on February 6, 2008, filed as Exhibit 10.1 to Registrant's Form 8-K on February 12, 2008, Commission File No. 1-7562.
- [10.86](#) Agreement for Post-Termination Benefits with Sabrina Simmons dated May 31, 2012, filed as Exhibit 10.5 to Registrant's Form 10-Q for the quarter ended April 28, 2012, Commission File No. 1-7562.
- [10.87](#) Amendment to Agreement for Post-Termination Benefits with Sabrina Simmons dated June 4, 2014, filed as Exhibit 10.8 to Registrant's Form 10-Q for the quarter ended May 3, 2014, Commission File No. 1-7562.
- [10.88](#) Agreement with Sonia Syngal dated April 11, 2016 and confirmed on April 11, 2016, filed as Exhibit 10.1 to Registrant's Form 8-K on April 13, 2016, Commission File No. 1-7562.
- [10.89](#) Agreement for Post-Termination Benefits with Sonia Syngal dated June 2, 2017, filed as Exhibit 10.10 to Registrant's Form 10-Q for the quarter ended April 29, 2017, Commission File No. 1-7562.

- [12](#) Ratio of Earnings to Fixed Charges. (2)
- [14](#) Code of Business Conduct, filed as Exhibit 14 to Registrant's Form 10-K for the year ended January 30, 2010, Commission File No. 1-7562.
- [21](#) Subsidiaries of Registrant. (2)
- [23](#) Consent of Independent Registered Public Accounting Firm. (2)
- [31.1](#) Rule 13a-14(a)/15d-14(a) Certification of the Chief Executive Officer of The Gap, Inc. (Section 302 of the Sarbanes-Oxley Act of 2002). (2)
- [31.2](#) Rule 13a-14(a)/15d-14(a) Certification of the Chief Financial Officer of The Gap, Inc. (Section 302 of the Sarbanes-Oxley Act of 2002). (2)
- [32.1](#) Certification of the Chief Executive Officer of The Gap, Inc. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (3)
- [32.2](#) Certification of the Chief Financial Officer of The Gap, Inc. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. (3)
- 101 The following materials from The Gap, Inc.'s Annual Report on Form 10-K for the year ended February 3, 2018, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Stockholders' Equity, (v) the Consolidated Statements of Cash Flows, and (vi) Notes to Consolidated Financial Statements. (2)

(1) Pursuant to a request for confidential treatment, confidential portions of this Exhibit have been redacted and have been filed separately with the Securities and Exchange Commission.

(2) Filed herewith.

(3) Furnished herewith.

(P) This Exhibit was originally filed in paper format. Accordingly, a hyperlink has not been provided.

Item 16. Form 10-K Summary

None.

THE GAP, INC. 2016 LONG-TERM INCENTIVE PLAN
(As Amended and Restated Effective as of February 22, 2017)

THE GAP, INC., having adopted The Gap, Inc. 2011 Long-Term Incentive Plan (formerly known as the “1996 Stock Option and Award Plan” and the “2006 Long-Term Incentive Plan”) (the “Plan”) effective as of March 26, 1996, and having amended the Plan on several subsequent occasions, hereby amends and restates the Plan in its entirety, effective as of **February 22, 2017**, as follows:

SECTION 1
BACKGROUND, PURPOSE AND DURATION

1.1 Background. The Plan permits the grant of Nonqualified Stock Options, Incentive Stock Options, SARs, Restricted Stock, Unrestricted Stock, Performance Units, Performance Shares, and Stock Units.

1.2 Purpose of the Plan. The Plan is intended to increase incentive and to encourage Share ownership on the part of Employees, Consultants and Nonemployee Directors. The Plan also is intended to further the growth and profitability of the Company and to permit the payment of compensation that qualifies as performance-based compensation under Section 162(m) of the Code.

1.3 Duration. This amended and restated Plan is effective as of **February 22, 2017** and shall remain in effect thereafter unless terminated earlier under Section 11. However, without further stockholder approval, no Incentive Stock Option may be granted under the Plan after **May 17, 2026**.

SECTION 2
DEFINITIONS

The following words and phrases shall have the following meanings unless a different meaning is plainly required by the context:

2.1 “1934 Act” means the Securities Exchange Act of 1934, as amended. Reference to a specific section of the 1934 Act or regulation thereunder shall include such section or regulation, any valid regulation promulgated under such section, and any comparable provision of any future legislation or regulation amending, supplementing or superseding such section or regulation.

2.2 “Affiliate” means any corporation or any other entity (including, but not limited to, partnerships and joint ventures) controlling, controlled by, or under common control with the Company.

2.3 “Applicable Laws” means the requirements relating to the administration of equity compensation plans under U.S. state corporate laws, U.S. federal and state securities laws, the Code, any stock exchange or quotation system on which the Shares are listed or quoted and the

applicable laws of any foreign country or jurisdiction where Awards are, or will be, granted under the Plan.

2.4 “Award” means, individually or collectively, a grant under the Plan of Nonqualified Stock Options, Incentive Stock Options, SARs, Restricted Stock, Unrestricted Stock, Performance Units, Performance Shares, or Stock Units.

2.5 “Award Agreement” means the written agreement (which may be electronic) setting forth the terms and conditions applicable to each Award granted under the Plan.

2.6 “Board” or “Board of Directors” means the Board of Directors of the Company.

2.7 “Code” means the Internal Revenue Code of 1986, as amended. Reference to a specific section of the Code or regulation thereunder shall include such section or regulation, any valid regulation promulgated under such section, and any comparable provision of any future legislation or regulation amending, supplementing or superseding such section or regulation.

2.8 “Committee” means the committee appointed by the Board (pursuant to Section 3.1) to administer the Plan. Unless otherwise determined by the Board, the Compensation and Management Development Committee of the Board shall constitute the Committee.

2.9 “Common Stock” means the common stock of the Company.

2.10 “Company” means The Gap, Inc., a Delaware corporation, or any successor thereto.

2.11 “Consultant” means any consultant, independent contractor, director of an Affiliate, or other person who provides significant services to the Company or an Affiliate, but who is neither an Employee nor a Director.

2.12 “Deferral Period” means the period of time during which Stock Units, Performance Units, or Performance Shares are subject to deferral limitations under Section 9.

2.13 “Determination Date” means, as to a Performance Period, the latest date possible that will not jeopardize an Award’s qualification as “performance-based compensation” under Section 162(m) of the Code.

2.14 “Director” means any individual who is a member of the Board.

2.15 “Disability” means a permanent and total disability within the meaning of Code Section 22(e)(3), provided that in the case of Awards other than Incentive Stock Options, the Committee in its discretion may determine whether a permanent and total disability exists in accordance with uniform and non-discriminatory standards adopted by the Committee from time to time.

2.16 “Dividend Equivalents” means a right entitling the Participant to receive amounts equal to the ordinary dividends paid on the Company’s Shares from time to time. The Committee shall determine at the time of grant whether Dividend Equivalents shall be settled in cash or Shares,

the time or times at which they shall be settled, and such other vesting or forfeiture provisions and other terms and conditions as the Committee, in their sole discretion, deem appropriate; provided, however, that any dividends payable with respect to Awards that are subject to performance conditions shall be held in escrow or deemed reinvested in additional Shares until the achievement of the applicable performance conditions and shall otherwise be subject to all of the same conditions applicable to payment of the underlying Award. Notwithstanding the foregoing, (a) unless otherwise determined by the Committee, no Dividend Equivalents shall be granted to any Participant the Committee believes is likely to be a “covered employee” as defined under Code Section 162(m)(3) when taxable income is recognized pursuant to the Dividend Equivalent or its related Award to the extent such grant would cause the compensation represented by the Dividend Equivalent or its related Award not to constitute performance-based compensation under Section 162(m) of the Code, and (b) unless otherwise determined by the Committee, no Dividend Equivalent right shall be granted to the extent such grant could result in the payment of any tax under Code Section 409A. In addition, no Dividend Equivalents shall be granted with respect to SARs or Stock Options.

2.17 “Employee” means any employee of the Company or an Affiliate. Except as otherwise determined by the Company, a person shall not cease to be an Employee in the case of (i) any leave of absence approved by the Company or the employing Affiliate or (ii) transfers between locations of the Company or between the Company, any Affiliate, or any successor. Neither service as a Director nor payment of a director’s fee by the Company shall be sufficient to constitute “employment” by the Company.

2.18 “Exchange Program” means a program established by the Committee (i) providing for the repurchase of outstanding and unexercised Options or Stock Appreciation Rights by the Company whether in the form of a cash payment or otherwise or (ii) under which outstanding Awards are amended to provide for a lower Exercise Price or surrendered or cancelled in exchange for (a) Awards with a lower Exercise Price, (b) a different type of Award or awards under a different equity incentive plan, (c) cash, or (d) a combination of (a), (b) and/or (c). Notwithstanding the preceding, the term Exchange Program does not include any (i) action described in Section 4.3 or any action taken in connection with a change in control transaction nor (ii) transfer or other disposition permitted under Section 10.5. For the purpose of clarity, each of the actions described in the prior sentence, none of which constitute an Exchange Program, may be undertaken (or authorized) by the Committee in its sole discretion without stockholder approval.

2.19 “Exercise Price” means the price at which a Share may be purchased by a Participant pursuant to the exercise of an Option.

2.20 “Fair Market Value” means the fair market value of a Share on a particular date, as determined by the Committee in good faith. Unless otherwise determined by the Committee, the fair market value shall be the closing stock price of Shares as reported on the New York Stock Exchange (NYSE) on the relevant date (or, if no closing stock price is reported for the relevant date, on the last trading day for which a closing stock price of Shares is reported on the NYSE).

2.21 “Fiscal Year” means the fiscal year of the Company.

2.22 “Grant Date” means, with respect to an Award, the date that the Award was granted. The Grant Date of an Award shall not be earlier than the date the Award is approved by the Committee.

2.23 “Incentive Stock Option” means an Option to purchase Shares which is designated as an Incentive Stock Option and that by its terms qualifies and is otherwise intended to qualify as an incentive stock option within the meaning of Code Section 422 and the regulations promulgated thereunder.

2.24 “Nonemployee Director” means a Director who is not an Employee.

2.25 “Nonqualified Stock Option” means an option to purchase Shares that by its terms does not qualify or is not intended to qualify as an Incentive Stock Option.

2.26 “Option” means an Incentive Stock Option or a Nonqualified Stock Option.

2.27 “Parent” means a “parent corporation” of the Company whether now or hereafter existing, as defined in Code Section 424(e).

2.28 “Participant” means an Employee, Consultant, or Nonemployee Director who has an outstanding Award.

2.29 “Performance Goals” means the goal(s) (or combined goal(s)) determined by the Committee (in its discretion) pursuant to Section 5 to be applicable to a Participant with respect to an Award.

2.30 “Performance Period” means any Fiscal Year or such other period as determined by the Committee in its sole discretion during which performance objectives or other vesting criteria must be met.

2.31 “Performance Share” means an Award of Performance Shares granted to a Participant pursuant to Section 9.

2.32 “Performance Unit” means an Award of Performance Units granted to a Participant pursuant to Section 9.

2.33 “Period of Restriction” means the period during which Shares of Restricted Stock, Unrestricted Stock, Stock Units, Performance Units, or Performance Shares are subject to forfeiture and/or restrictions on transferability and therefore, the Shares covered by the Award are subject to a substantial risk of forfeiture. As provided in Section 8 and 9, such restrictions may be based on the passage of time, the achievement of target levels of performance, or the occurrence of other events as determined by the Committee, in its discretion.

2.34 “Plan” means The Gap, Inc. 2016 Long-Term Incentive Plan, as set forth in this instrument and as hereafter amended from time to time.

2.35 “Restricted Stock” means an Award granted to a Participant pursuant to Section 8.

2.36 “Retirement” shall, in the case of an Employee, have the meaning, if any, set forth in the Employee’s Award Agreement; provided, however, that with respect to Awards granted prior to May 17, 2011, “Retirement” shall have the meaning set forth in GapShare (the Company’s “401(k)” plan) as of the Grant Date of the applicable Award. With respect to an Award granted to a person who is a Consultant at the time of grant, no Termination of Service shall be deemed to be on account of “Retirement”. With respect to a Nonemployee Director, “Retirement” means a Termination of Service at or after the age of 72 or such other meaning provided by the Committee in an Award Agreement.

2.37 “Rule 16b-3” means Rule 16b-3 promulgated under the 1934 Act, and any future regulation amending, supplementing or superseding such regulation.

2.38 “Section 16 Person” means a person who, with respect to the Shares, is subject to Section 16 of the 1934 Act.

2.39 “Shares” means the shares of the Company’s common stock, \$0.05 par value.

2.40 “Stock Appreciation Right” or “SAR” means an Award, granted alone or in connection with a related Option, that pursuant to Section 7 is designated as a SAR.

2.41 “Stock Unit” means an Award of Stock Units granted pursuant to Section 9.

2.42 “Subsidiary” means any corporation in an unbroken chain of corporations beginning with the Company as the corporation at the top of the chain, but only if each of the corporations below the Company (other than the last corporation in the unbroken chain) then owns stock possessing fifty percent (50%) or more of the total combined voting power of all classes of stock in one of the other corporations in such chain.

2.43 “Tax Obligations” means tax and social insurance liability obligations and requirements in connection with the Awards, including, without limitation, (a) all federal, state, and local taxes (including the Participant’s FICA obligation) and all non-U.S. taxes that are required to be withheld by the Company or the employing Affiliate, and (b) any other Company (or employing Affiliate) taxes the responsibility for which (i) the Participant has agreed to bear or (ii) where permitted by governing authorities outside the U.S., taxes the Company may choose to pass on to Participants, in each case with respect to the applicable Award (including on the grant, vesting or exercise thereof or purchase or issuance of Shares thereunder).

2.44 “Termination of Service” means (a) in the case of an Employee, a cessation of the employee-employer relationship between the Employee and the Company or an Affiliate for any reason, including, but not by way of limitation, a termination by resignation, discharge, death, Disability, Retirement, or the disaffiliation of an Affiliate, but excluding any such termination

where there is a simultaneous (i) reemployment of the individual by the Company or an Affiliate, or (ii) with respect to Awards (other than Incentive Stock Options) granted on or after January 28, 2003, engagement of the consulting services of the individual by the Company or an Affiliate; (b) in the case of a Consultant, a termination of the service relationship between the Consultant and the Company or an Affiliate for any reason, including, but not by way of limitation, a termination by resignation, discharge, death, Disability, or the disaffiliation of an Affiliate, but excluding any such termination where there is a simultaneous (i) re-engagement of the services of the individual by the Company or an Affiliate, or (ii) with respect to Awards granted on or after January 28, 2003, employment of the individual by the Company or an Affiliate; and (c) in the case of a Nonemployee Director, a cessation of the Director's service on the Board for any reason, including, but not by way of limitation, a termination by resignation, death, Disability, Retirement or non-reelection to the Board, but excluding, with respect to Awards granted on or after May 17, 2011, any such cessation where there is a simultaneous (i) re-engagement of the services of the individual by the Company or an Affiliate, or (ii) employment of the individual by the Company or an Affiliate.

2.45 "Unrestricted Stock" means an Award granted to a Participant pursuant to Section 8.

SECTION 3 ADMINISTRATION

3.1 The Committee. The Plan shall be administered by the Committee. The Committee shall consist of not less than two (2) Directors who shall be appointed from time to time by, and shall serve at the pleasure of, the Board. The Committee shall be comprised solely of Directors who both are (a) "non-employee directors" under Rule 16b-3, and (b) "outside directors" under Code Section 162(m).

3.2 Authority of the Committee. It shall be the duty of the Committee to administer the Plan in accordance with the Plan's provisions. Subject to the provisions of the Plan, the Committee shall have all powers and discretion necessary or appropriate to administer the Plan and to control its operation, including, but not limited to, the power to (a) determine which Employees and Consultants shall be granted Awards, (b) prescribe the terms and conditions of such Awards or amendments thereto, (c) determine which Nonemployee Directors shall be granted Awards and the terms and conditions thereof, provided that such Awards shall be subject to Board approval if so required by the Committee Charter, (d) interpret the Plan and the Awards, (e) adopt such procedures and subplans as are necessary or appropriate to permit participation in the Plan by Employees, Consultants and Nonemployee Directors who are foreign nationals or employed outside of the United States, (f) implement an Exchange Program, (g) implement or permit (i) an action described in Section 4.3, and/or (ii) a transfer or other disposition permitted under Section 10.5, (h) adopt rules for the administration, interpretation and application of the Plan as are consistent therewith, and (i) interpret, amend or revoke any such rules. Notwithstanding the preceding, the Committee shall not implement an Exchange Program without the approval of the holders of a majority of the Shares that are present in person or by proxy and entitled to vote at any Annual or Special Meeting of Shareholders of the Company. With respect to Nonemployee Directors, all references in the Plan to the Committee's discretion shall be subject to this Section 3.2 and shall require Board approval if so required by the Committee Charter.

3.3 Delegation by the Committee. The Committee, in its sole discretion and on such terms and conditions as it may provide, may delegate all or any part of its authority and powers under the Plan to one or more Directors or officers of the Company in accordance with Applicable Laws; provided, however, that the Committee may not delegate its authority and powers (a) with respect to Section 16 Persons, or (b) in any way which would jeopardize the Plan's qualification under Code Section 162(m) or Rule 16b-3.

3.4 Decisions Binding. All determinations and decisions made by the Committee, the Board, and any delegate of the Committee pursuant to the provisions of the Plan shall be final, conclusive, and binding on all persons, and shall be given the maximum deference permitted by law.

SECTION 4
SHARES SUBJECT TO THE PLAN,
NONEMPLOYEE DIRECTOR LIMIT

4.1 Number of Shares. Subject to adjustment as provided in Section 4.3, the total number of Shares available for grant under the Plan shall not exceed the sum of (a) 123,341,342 and (b) the number of Shares (not to exceed 40,225,653) that remain available for grant under the Company's 2002 Stock Option Plan as of the date of obtaining shareholder approval of the amended and restated Plan on May 9, 2006, (c) any Shares (not to exceed 28,019,786) that otherwise would have been returned to the 2002 Stock Option Plan after May 9, 2006 on account of the expiration, cancellation, or forfeiture of Awards granted thereunder, and (d) 25,000,000 Shares. For purposes of this Section 4.1, effective with respect to Awards granted on or after the May 17, 2011, each Award other than an Option or SAR shall reduce the number of Shares available for Awards under the Plan by 2 Shares for each Share covered by the Award in lieu of the 3-to-1 Share counting rule that applied under the Plan prior to such date. With respect to SARs and Options, the number of Shares which shall cease to be available under the Plan shall equal the total number of Shares covered by each SAR or Option, as evidenced in the applicable Award Agreement. To the extent an Award under the Plan (other than a SAR or Option) is paid out in cash rather than Shares, such cash payment will not result in reducing the number of Shares available for issuance under the Plan (and in the case of Options or SARs shall reduce the number of Shares available for issuance under the Plan by the number of Shares having a Fair Market Value equal to the cash delivered). Subject to adjustment provided in Section 4.3, the maximum number of Shares that may be issued upon the exercise of Incentive Stock Options shall equal the aggregate Share number stated in this Section 4.1, plus, to the extent allowable under Section 422 of the Code, any Shares that become available for issuance under the Plan under Section 4.2. Shares granted under the Plan may be either authorized but unissued Shares or treasury Shares.

4.2 Lapsed Awards. To the extent an Award expires or is cancelled without having been exercised, or is surrendered pursuant to an Exchange Program, or, with respect to Restricted Stock, Unrestricted Stock, Performance Units, Performance Shares, or Stock Units is forfeited to or repurchased by the Company, the unpurchased Shares (or for Awards other than Options and SARs, the forfeited or repurchased Shares) which were subject thereto plus the number of additional Shares, if any, that counted against Shares available for issuance under the Plan in

respect thereof using the Share counting rule in effect at the time the applicable Award was granted will become available for future grant or sale under the Plan (unless the Plan has terminated). Notwithstanding the foregoing, and except with respect to shares of Restricted Stock that are forfeited rather than vesting, Shares that have actually been issued under the Plan under any Award will not be returned to the Plan and will not become available for future distribution under the Plan. Shares used to pay the tax and/or exercise price of an Award will not become available for future grant or sale under the Plan. For the avoidance of doubt, Shares purchased by the Company with the proceeds of a Stock Option exercise shall not again be available for issuance under the Plan.

4.3 Adjustments in Awards and Authorized Shares. In the event of a dividend or other distribution (whether in the form of cash, Shares, other securities, or other property), merger, reorganization, consolidation, recapitalization, separation, liquidation, stock split, reverse stock split, split-up, spin-off, Share combination, repurchase, or exchange of Shares or other securities of the Company or other significant corporate transaction, or other significant change affecting the Shares, the Committee shall adjust the number, kind and class of securities which may be delivered under the Plan, the number, class, kind and price of securities subject to outstanding Awards, and the numerical limits of Sections 4.4, 6.1, 7.1.1, 8.1 and 9.1 in such manner as the Committee (in its sole discretion) shall determine to be appropriate to equitably adjust such Awards. Notwithstanding the preceding, the number of Shares subject to any Award always shall be a whole number. Notwithstanding the foregoing, all adjustments under this Section 4.3 shall be made in a manner that does not result in taxation under Code Section 409A or, for the avoidance of doubt, loss of the performance-based compensation exception under Code Section 162(m).

4.4 Limit on Nonemployee Director Awards. Other than the Chairman of the Board, no Nonemployee Director shall be granted Awards in any fiscal year of the Company, taken together with any cash retainers or other similar cash-based payments paid during such fiscal year for services on the Board, having an aggregate value in excess of \$500,000. In addition, the non-employee Chairman of the Board shall not be granted Awards in any fiscal year of the Company, taken together with any cash retainers or other similar cash-based payments paid during such fiscal year for services on the Board, having an aggregate value in excess of \$700,000. For this purpose, Restricted Stock, Unrestricted Stock, Performance Units, Performance Shares and Stock Units shall be valued based on the Fair Market Value on the Grant Date of the maximum number of Shares covered thereby (or the maximum dollar value thereof with respect to Awards denominated in dollars) and Options and SARs shall be valued using a Black-Scholes or other accepted valuation model, in each case, using reasonable assumptions. For the avoidance of doubt, such limit shall include the value of any Awards that are received in lieu of all or a portion of any cash retainers or other similar cash-based payments. The limits set forth in Sections 6.1, 7.1.1, 8.1 and 9.1 shall not apply to Nonemployee Directors.

4.5 The Committee may grant Awards under the Plan in substitution for stock and stock based awards held by employees of another corporation who become employees of the Company or a Subsidiary as the result of a merger or consolidation of the employing corporation with the Company or a Subsidiary or the acquisition by the Company or a Subsidiary of property or stock of the employing corporation. The Committee may direct that such Awards be granted with such

terms and conditions as the Committee considers appropriate in the circumstances. Such Awards shall not reduce the Shares available for issuance under the Plan, nor shall shares subject to such Awards be added back to the Shares available for issuance under the Plan. Additionally, subject to the rules of the applicable stock exchange on which the Shares are listed, in the event that a company acquired by the Company or any Subsidiary or with which the Company or any Subsidiary combines has shares available under a pre-existing plan approved by stockholders and not adopted in contemplation of such acquisition or combination, the shares available for grant pursuant to the terms of such pre-existing plan (as adjusted, to the extent appropriate, using the exchange ratio or other adjustment or valuation ratio or formula used in such acquisition or combination to determine the consolidation payable to holder of common stock of the entities party to such acquisition or combination) may be used for Awards under the Plan and shall not reduce the Shares available for issuance under the Plan (and shares subject to such Awards shall not be added back to the Shares available for Awards under the Plan); provided that Awards using such available shares shall not be made after the date awards or grants could have been made under the terms of the pre-existing plan, absent the acquisition or combination, and shall only be made to individuals who were not eligible to receive Awards under the Plan prior to such acquisition or combination.

SECTION 5 PERFORMANCE GOALS

5.1 Establishment of Performance Goals. For each Performance Period, on or before the applicable Determination Date, the Committee shall establish and set forth in writing the Performance Goals, if any, and any particulars, components and adjustments relating thereto, applicable to each Participant. The Performance Goals, if any, will be objectively measurable and will be based upon the achievement of a specified percentage or level in one or more of the following objectively defined and non-discretionary factors preestablished by the Committee in accordance with Code Section 162(m): (a) comparable store sales growth; (b) earnings; (c) earnings per share; (d) return on equity; (e) return on net assets; (f) return on invested capital; (g) gross sales; (h) net sales; (i) net earnings; (j) free cash flow; (k) total shareholder return; (l) stock price; (m) gross margin; (n) operating margin; (o) market share; (p) inventory levels; (q) expense reduction; and (r) employee turnover. For Awards that are not intended to comply with the performance-based compensation exception under Code Section 162(m), Performance Goals may consist of objective and/or subjective elements based on any financial and non-financial criteria (including, without limitation, subjective criteria and individual performance), as established by the Committee in its sole discretion.

5.2 Committee Discretion on Performance Goals. As determined in the discretion of the Committee, the Performance Goals for any Performance Period may to the extent consistent with the performance-based compensation exception under Code Section 162(m) (a) differ from Participant to Participant and from Award to Award, (b) be based on the performance of the Company as a whole or the performance of a specific Participant or one or more subsidiaries, divisions, departments, regions, stores, segments, products, functions or business units of the Company, (c) be measured on a per share, per capita, per unit, per square foot, per employee, per store basis, and/or other objective basis (d) be measured on a pre-tax or after-tax basis, and (e) be measured on an absolute basis or in relative terms (including, but not limited to, the passage of

time and/or against other companies, financial metrics and/or an index). Without limiting the foregoing, and for the avoidance of doubt except as would be inconsistent with the performance-based compensation exception under Code Section 162(m), the Committee shall adjust any performance criteria, Performance Goal or other feature of an Award that relates to or is wholly or partially based on the number of, or the value of, any stock of the Company, to reflect any stock dividend or split, repurchase, recapitalization, combination, or exchange of shares or other similar changes in such stock. Awards that are not intended by the Company to comply with the performance-based compensation exception under Code Section 162(m) may take into account other factors (including subjective factors).

5.3 Adjustments. For Awards intended to comply with the performance-based compensation exception under Code Section 162(m), the impact of objectively defined and non-discretionary items (includable in one or more of the following categories or other categories to the extent permitted by Code Section 162(m)) may be taken into account in any manner preestablished by the Committee in accordance with Code Section 162(m) when determining whether a Performance Goal has been attained: (a) changes in generally accepted accounting principles (“GAAP”); (b) nonrecurring items, if any, that may be defined in an objective and non-discretionary manner under U.S. GAAP accounting standards or other applicable accounting standards in effect from time to time; (c) the sale of investments or non-core assets; (d) discontinued operations, categories or segments; (e) legal claims and/or litigation and insurance recoveries relating thereto; (f) amortization, depreciation or impairment of tangible or intangible assets; (g) reductions in force, early retirement programs or severance expense; (h) investments, acquisitions or dispositions; (i) political, legal and other business interruptions (such as due to war, insurrection, riot, terrorism, confiscation, expropriation, nationalization, deprivation, seizure, and regulatory requirements); (j) natural catastrophes; (k) currency fluctuations; (l) stock based compensation expense; (m) early retirement of debt; (n) conversion of convertible debt securities; and (o) termination of real estate leases. Each of the adjustments described above may relate to the Company as a whole or any part of the Company’s business or operations.

SECTION 6 STOCK OPTIONS

6.1 Grant of Options. Subject to the terms and provisions of the Plan, Options may be granted to Employees, Consultants and Nonemployee Directors at any time and from time to time as determined by the Committee in its sole discretion. The Committee, in its sole discretion, shall determine the number of Shares subject to each Option, provided that during any Fiscal Year, no Participant shall be granted Options covering more than 18,000,000 Shares. The Committee may grant Incentive Stock Options, Nonqualified Stock Options, or a combination thereof; provided, however, that any Options granted to Consultants or Nonemployee Directors pursuant to this Section 6 shall be Nonqualified Stock Options.

6.2 Award Agreement. Each Option shall be evidenced by an Award Agreement that shall specify the Exercise Price, the expiration date of the Option, the number of Shares to which the Option pertains, any conditions to exercise of the Option, and such other terms and conditions as the Committee, in its discretion, shall determine. The Award Agreement shall also specify whether the Option is intended to be an Incentive Stock Option or a Nonqualified Stock Option.

6.3 Exercise Price. Subject to the provisions of this Section 6.3, the Exercise Price for each Option shall be determined by the Committee in its sole discretion.

6.3.1 Nonqualified Stock Options. In the case of a Nonqualified Stock Option, the Exercise Price shall be determined by the Committee in its discretion but shall be not less than one hundred percent (100%) of the Fair Market Value of a Share on the Grant Date.

6.3.2 Incentive Stock Options. In the case of an Incentive Stock Option, the Exercise Price shall be not less than one hundred percent (100%) of the Fair Market Value of a Share on the Grant Date; provided, however, that if on the Grant Date, the Employee (together with persons whose stock ownership is attributed to the Employee pursuant to Code Section 424(d)) owns stock possessing more than 10% of the total combined voting power of all classes of stock of the Company or any of its Subsidiaries, the Exercise Price shall be not less than one hundred and ten percent (110%) of the Fair Market Value of a Share on the Grant Date.

6.3.3 Substitute Options. Notwithstanding the provisions of Sections 6.3.1 and 6.3.2, in the event that the Company or an Affiliate consummates a transaction described in Code Section 424(a) (e.g., the acquisition of property or stock from an unrelated corporation), persons who become Employees or Consultants on account of such transaction may be granted Options in substitution for options granted by their former employer. If such substitute Options are granted, the Committee, in its sole discretion and consistent with Code Section 424(a) and Code Section 409A, may determine that such substitute Options shall have an Exercise Price less than one hundred percent (100%) of the Fair Market Value of the Shares on the Grant Date.

6.4 Expiration of Options.

6.4.1 Expiration Dates. Except as set forth by the Committee in an Award Agreement, each Option shall terminate no later than the first to occur of the following events:

- (a) The date for termination of the Option set forth in the Award Agreement; or
- (b) The expiration of ten (10) years from the Grant Date; or
- (c) The expiration of three (3) months from the date of the Participant's Termination of Service for a reason other than the Participant's death, Disability or Retirement; or
- (d) The expiration of one (1) year from the date of the Participant's Termination of Service by reason of Disability or death; or
- (e) The expiration of one (1) year from the date of the Participant's Retirement (except as provided in Section 6.8.2 regarding Incentive Stock Options).

6.4.2 Committee Discretion. The Committee, in its sole discretion, (a) shall provide in each Award Agreement when each Option expires and becomes unexercisable, and (b) may, after an Option is granted, extend the term of the Option (subject to Section 6.8.4 regarding Incentive

Stock Options). With respect to the Committee's authority in Section 6.4.2(b), if, at the time of any such extension, the exercise price per Share of the Option is less than the Fair Market Value of a Share, the extension shall, unless otherwise determined by the Committee, be limited to the earlier of (1) the maximum term of the Option as set by its original terms, or (2) ten (10) years from the Grant Date. Unless otherwise determined by the Committee, any extension of the term of an Option pursuant to this Section 6.4.2 shall comply with Code Section 409A to the extent necessary to avoid taxation thereunder.

6.5 Exercisability of Options. Options granted under the Plan shall be exercisable at such times and be subject to such restrictions and conditions as the Committee shall determine in its sole discretion. After an Option is granted, the Committee, in its sole discretion, may accelerate the exercisability of the Option.

6.6 Payment. Options shall be exercised by the Participant's delivery of a notice of exercise in such form and manner as the Company may designate to the Secretary of the Company (or its designee), setting forth the number of Shares with respect to which the Option is to be exercised, accompanied by full payment for the Shares. Upon the exercise of any Option, the Exercise Price shall be payable to the Company in full in cash or its equivalent. The Committee, in its sole discretion, also may permit exercise (a) by tendering previously acquired Shares having an aggregate Fair Market Value at the time of exercise equal to the total Exercise Price, (b) by cashless or "net" exercise, or (c) by any other means which the Committee, in its sole discretion, determines to both provide legal consideration for the Shares, and to be consistent with the purposes of the Plan. As soon as practicable after receipt of a notification of exercise in such form and manner as the Company may designate and full payment for the Shares purchased, the Company shall deliver to the Participant (or the Participant's designated broker), Share certificates (which may be in book entry form) representing such Shares.

6.7 Restrictions on Share Transferability. The Committee may impose such restrictions on any Shares acquired pursuant to the exercise of an Option as it may deem advisable, including, but not limited to, restrictions related to applicable federal securities laws, the requirements of any national securities exchange or system upon which Shares are then listed or traded, or any blue sky or state securities laws.

6.8 Certain Additional Provisions for Incentive Stock Options.

6.8.1 Exercisability. The aggregate Fair Market Value (determined on the Grant Date(s)) of the Shares with respect to which Incentive Stock Options are exercisable for the first time by any Employee during any calendar year (under all plans of the Company and its Subsidiaries or any Parent) shall not exceed \$100,000. To the extent that the aggregate Fair Market Value of the Shares with respect to which an Option designated as an Incentive Stock Option exceeds this \$100,000 limit, such Option will be treated as a Nonqualified Stock Option. For purposes of this Section 6.8.1, Incentive Stock Options will be taken into account in the order in which they were granted, the Fair Market Value of the Shares will be determined as of the time the Option with respect to such Shares is granted, and calculation will be performed in accordance with Code Section 422 and Treasury Regulations promulgated thereunder.

6.8.2 Termination of Service. No Incentive Stock Option may be exercised more than three (3) months after the Participant's Termination of Service for any reason other than Disability or death, unless (a) the Participant dies during such three-month period, and/or (b) the Award Agreement or the Committee permits later exercise (in which case the Option instead may be deemed to be a Nonqualified Stock Option). No Incentive Stock Option may be exercised more than one (1) year after the Participant's Termination of Service on account of Disability, unless (a) the Participant dies during such one-year period, and/or (b) the Award Agreement or the Committee permit later exercise (in which case the option instead may be deemed to be a Nonqualified Stock Option). Unless otherwise determined by the Committee, any extension of the term or exercise period on an Option pursuant to this Section 6.8.2 shall comply with Code Section 409A to the extent necessary to avoid taxation thereunder.

6.8.3 Company and Subsidiaries Only. Incentive Stock Options may be granted only to persons who are employees of the Company or a Subsidiary on the Grant Date.

6.8.4 Expiration. No Incentive Stock Option may be exercised after the expiration of ten (10) years from the Grant Date; provided, however, that if the Option is granted to an Employee who, together with persons whose stock ownership is attributed to the Employee pursuant to Code Section 424(d), owns stock possessing more than 10% of the total combined voting power of all classes of the stock of the Company or any of its Subsidiaries, the Option may not be exercised after the expiration of five (5) years from the Grant Date.

SECTION 7 STOCK APPRECIATION RIGHTS

7.1 Grant of SARs. Subject to the terms and conditions of the Plan, a SAR may be granted to Employees, Consultants, and Nonemployee Directors at any time and from time to time as shall be determined by the Committee, in its sole discretion.

7.1.1 Number of Shares. The Committee shall have complete discretion to determine the number of SARs granted to any Participant, provided that during any Fiscal Year, no Participant shall be granted SARs covering more than 18,000,000 Shares.

7.1.2 Exercise Price and Other Terms. The Committee, subject to the provisions of the Plan, shall have complete discretion to determine the terms and conditions of SARs granted under the Plan. The exercise price of each SAR shall be determined by the Committee in its discretion but shall not be less than one hundred percent (100%) of the Fair Market Value of a Share on the Grant Date. After a SAR is granted, the Committee, in its sole discretion, may accelerate the exercisability of the SAR.

7.2 SAR Agreement. Each SAR grant shall be evidenced by an Award Agreement that shall specify the exercise price, the term of the SAR, the conditions of exercise, and such other terms and conditions as the Committee, in its sole discretion, shall determine.

7.3 Expiration of SARs. A SAR granted under the Plan shall expire upon the date determined by the Committee, in its sole discretion, and set forth in the Award Agreement. Notwithstanding the foregoing, the rules of Section 6.4 also shall apply to SARs.

7.4 Payment of SAR Amount. Upon exercise of a SAR, a Participant shall be entitled to receive payment from the Company in an amount determined by multiplying:

(a) The difference between the Fair Market Value of a Share on the date of exercise over the exercise price; times

(b) The number of Shares with respect to which the SAR is exercised.

At the discretion of the Committee, the payment upon SAR exercise may be in cash, Shares of equivalent value or a combination thereof, as set forth in the applicable Award Agreement.

SECTION 8 RESTRICTED STOCK AND UNRESTRICTED STOCK

8.1 Grant of Restricted Stock and Unrestricted Stock. Subject to the terms and provisions of the Plan, the Committee, at any time and from time to time, may grant Shares of Restricted Stock and Unrestricted Stock to Employees, Consultants, and Nonemployee Directors in such amounts as the Committee, in its sole discretion, shall determine. The Committee, in its sole discretion, shall determine the number of Shares to be granted to each Participant, provided that during any Fiscal Year, no Participant shall receive more than 2,000,000 Shares of Restricted Stock or Unrestricted Stock.

8.2 Restricted Stock or Unrestricted Stock Agreement. Each Award of Restricted Stock or Unrestricted Stock shall be evidenced by an Award Agreement that shall specify any Period of Restriction (if any), the number of Shares granted, and such other terms and conditions as the Committee, in its sole discretion, shall determine. Unless the Committee determines otherwise, Shares of Restricted Stock shall be held by the Company as escrow agent until the restrictions on such Shares have lapsed.

8.3 Transferability. Except as provided in this Section 8, Shares of Restricted Stock may not be sold, transferred, pledged, assigned, or otherwise alienated or hypothecated until the end of the applicable Period of Restriction.

8.4 Other Restrictions. The Committee, in its sole discretion, may impose such other restrictions on Shares of Restricted Stock as it may deem advisable or appropriate, in accordance with this Section 8.4.

8.4.1 General Restrictions. The Committee may set restrictions based upon continued employment or service with the Company and its Affiliates, the achievement of specific performance objectives (Company-wide, divisional, or individual), applicable federal or state securities laws, or any other basis determined by the Committee in its discretion.

8.4.2 Section 162(m) Performance Restrictions. For purposes of qualifying Awards of Restricted Stock as “performance-based compensation” under Code Section 162(m), the Committee, in its discretion, may set restrictions based upon the achievement of Performance Goals during the Performance Period. For such Awards, the Performance Goals and Performance Period shall be set by the Committee on or before the Determination Date. In granting Restricted Stock which is intended to qualify under Code Section 162(m), the Committee shall follow any procedures determined by it from time to time to be necessary or appropriate thereunder.

8.4.3 Legend on Certificates. The Committee, in its discretion, may legend the certificates representing Restricted Stock to give appropriate notice of the restrictions applicable to such Shares.

8.5 Removal of Restrictions. Except as may be provided in the Award Agreement, Restricted Stock shall be released from escrow as soon as practicable after the last day of the Period of Restriction. The Committee, in its discretion, may accelerate the time at which any restrictions shall lapse or be removed. After the restrictions have lapsed, the Participant shall be entitled to have any legend or legends under Section 8.4.3 removed from his or her Share certificate, and the Shares shall be freely transferable by the Participant, subject to applicable laws. The Committee (in its discretion) may establish procedures regarding the release of Shares from escrow and the removal of legends, as necessary or appropriate to minimize administrative burdens on the Company.

8.6 Voting Rights. During the Period of Restriction, Participants holding Shares of Restricted Stock granted hereunder may exercise full voting rights with respect to those Shares, unless the Committee determines otherwise.

8.7 Dividends and Other Distributions. During any Period of Restriction, Participants holding Shares of Restricted Stock shall be entitled to receive all dividends and other distributions paid with respect to such Shares unless otherwise provided in the Award Agreement. If any such dividends or distributions are paid in Shares, the Shares shall be subject to the same restrictions on transferability and forfeitability as the Shares of Restricted Stock with respect to which they were paid, unless otherwise provided in the Award Agreement.

8.8 Return of Stock to Company. On the date set forth in the Award Agreement, the Restricted Stock for which restrictions have not lapsed shall revert to the Company and again shall become available for grant under the Plan.

SECTION 9 STOCK UNITS, PERFORMANCE UNITS, AND PERFORMANCE SHARES

9.1 Grant of Stock Units, Performance Units, or Performance Shares. Subject to the terms and provisions of the Plan, Stock Units, Performance Units, or Performance Shares may be granted to Employees, Consultants, and Nonemployee Directors at any time and from time to time, as shall be determined by the Committee, in its sole discretion. The Committee shall have complete discretion in determining the number of Stock Units, Performance Units, or Performance Shares granted to each Participant, provided that during any Fiscal Year no Participant shall receive

Stock Units, Performance Units or Performance Shares having, in the aggregate, a grant date value (assuming maximum payout) greater than \$20,000,000 or covering more than 2,000,000 Shares (assuming maximum payout), whichever is greater.

9.2 Initial Value of Stock Units, Performance Units, or Performance Shares. Each Stock Unit and Performance Unit shall have an initial value that is established by the Committee on or before the Grant Date. Each Performance Share shall have an initial value equal to the Fair Market Value of a Share on the Grant Date.

9.3 Award Agreement. Each Award of Stock Units, Performance Units, or Performance Shares shall be evidenced by an Award Agreement that shall specify the Performance Period, Period of Restriction, Deferral Period (if any), and such other terms and conditions as the Committee, in its sole discretion, shall determine.

9.4 Performance Objectives and Other Terms. The Committee shall set performance objectives, a Period of Restriction, Deferral Period, or other vesting criteria in its discretion which, depending on the extent to which they are met, will determine the number or value of Stock Units, Performance Units, or Performance Shares that will be paid out to the Participants. Each Award of Stock Units or Performance Units subject to a Deferral Period and each Award of Performance Shares subject to a Deferral Period shall be referred to herein as Deferred Units or Deferred Shares, respectively. Each Award of Stock Units subject to a Period of Restriction shall be referred to herein as a "Restricted Stock Unit." The time period during which the Award is subject to deferral shall be the "Deferral Period".

9.4.1 General Performance Objectives. The Committee may set performance objectives or vesting criteria based upon the achievement of Company-wide, divisional, or individual goals, applicable federal or state securities laws, or any other basis determined by the Committee in its discretion (for example, but not by way of limitation, upon continued employment or service with the Company and its Affiliates).

9.4.2 Section 162(m) Performance Objectives. For purposes of qualifying Awards of Stock Units, Performance Units, or Performance Shares as "performance-based compensation" under Code Section 162(m), the Committee, in its discretion, may determine that the performance objectives applicable to Stock Units, Performance Units, or Performance Shares shall be based on the achievement of Performance Goals during the Performance Period. For such Awards, the Performance Goals and Performance Period shall be set by the Committee on or before the Determination Date. In granting Stock Units which are intended to qualify under Code Section 162(m), the Committee shall follow any procedures determined by it from time to time to be necessary or appropriate thereunder.

9.4.3 Deferral of Awards. The Committee may set such terms and conditions for deferral of payment of an Award granted under this Section 9 in accordance with the following provisions or such other terms and conditions determined by the Committee in its sole discretion:

(a) Deferred Compensation. Each grant shall constitute the agreement by the Company to issue or transfer Shares or cash, or a combination thereof, to the Participant in the future in

consideration of the performance of services, subject to the fulfillment during the Deferral Period of such conditions as the Committee may specify.

(b) Consideration. Each grant may be made without additional consideration from the Participant or in consideration of a payment by the Participant that is less than Fair Market Value on the Grant Date.

(c) Deferral Period. Each grant shall provide that the Deferred Units and Deferred Shares covered thereby shall be subject to a Deferral Period, which shall be fixed by the Committee on the Grant Date (or such earlier time required for compliance with Code Section 409A), and any Award may provide for the earlier termination of such period in the event of a change in control of the Company or other similar transaction or event. If the Deferral Period is to terminate on account of a change in control or other similar transaction or event, unless otherwise determined by the Committee, such change in control or other similar transaction or event must constitute a change in the ownership or effective control of the Company, or in the ownership of a substantial portion of the assets of the Company (as determined in accordance with Section 409A(a)(2)(A)(v) of the Code and Treasury regulation Section 1.409A-3(i)(5)).

9.5 Earning of Stock Units, Performance Units, or Performance Shares. After the applicable Period of Restriction or Deferral Period has ended, the Participant shall be entitled to receive a payout of the number of Stock Units, Performance Units, or Performance Shares earned by the Participant over the Period of Restriction or Deferral Period, to be determined as a function of the extent to which the corresponding performance objectives or other vesting requirements have been achieved during the Performance Period.

9.6 Form and Timing of Payment. Except as otherwise set forth in an Award Agreement, payment of earned Stock Units, Performance Units, or Performance Shares shall be upon the expiration of the applicable Period of Restriction (subject to any deferral permitted under Section 10.9) or Deferral Period. The Committee, in its sole discretion, may pay such earned Awards in cash, Shares, or a combination thereof, as set forth in the applicable Award Agreement.

9.7 Dividend Equivalents and Other Ownership Rights. During the Period of Restriction or Deferral Period, the Participant shall not have any right to transfer any rights under the subject Award, shall not have any rights of ownership in the Stock Units, Performance Units, or Performance Shares and shall not have any right to vote such Awards, but the Committee may, consistent with the requirements of Code Section 409A (including any exemption therefrom), on or after the Grant Date authorize the payment of Dividend Equivalents on such shares or units in cash or additional Shares on a current, deferred or contingent basis.

9.8 Cancellation. On the date set forth in the Award Agreement, all unearned or unvested Stock Units, Performance Units, or Performance Shares shall be forfeited to the Company.

SECTION 10 MISCELLANEOUS

10.1 No Effect on Employment or Service. Nothing in the Plan shall interfere with or limit in any way the right of the Company to terminate any Participant's employment or service at any time, with or without cause. For purposes of the Plan, transfer of employment of a Participant between the Company and any one of its Affiliates (or between Affiliates) shall not be deemed a Termination of Service. Employment with the Company and its Affiliates is on an at-will basis only.

10.2 Participation. No Employee, Consultant or Nonemployee Director shall have the right to be selected to receive an Award under this Plan, or, having been so selected, to be selected to receive a future Award. A Participant's rights, if any, in respect of or in connection with any Award is derived solely from the discretionary decision of the Company to permit the individual to participate in the Plan and to benefit from a discretionary Award. By accepting an Award under the Plan, a Participant expressly acknowledges that there is no obligation on the part of the Company to continue the Plan and/or grant any additional Awards. Any Award granted hereunder is not intended to be compensation of a continuing or recurring nature, or part of a Participant's normal or expected compensation, and in no way represents any portion of a Participant's salary, compensation, or other remuneration for purposes of pension benefits, severance, redundancy, resignation or any other purpose. The Company and its Subsidiaries and Affiliates reserve the right to terminate the service of any person at any time, and for any reason, subject to applicable laws and such person's written employment agreement (if any), and such terminated person shall be deemed irrevocably to have waived any claim to damages or specific performance for breach of contract or dismissal, compensation for loss of office, tort or otherwise with respect to the Plan or any outstanding Award that is forfeited and/or is terminated by its terms or to any future Award.

10.3 Successors. All obligations of the Company under the Plan, with respect to Awards granted hereunder, shall be binding on any successor to the Company, whether the existence of such successor is the result of a direct or indirect purchase, merger, consolidation, or otherwise, of all or substantially all of the business or assets of the Company.

10.4 Beneficiary Designations. If permitted by the Committee, a Participant under the Plan may name a beneficiary or beneficiaries to whom any vested but unpaid Award shall be paid in the event of the Participant's death. Each such designation shall revoke all prior designations by the Participant and shall be effective only if given in a form and manner acceptable to the Committee. In the absence of any such designation, any vested benefits remaining unpaid at the Participant's death shall be paid to the Participant's estate and, subject to the terms of the Plan and of the applicable Award Agreement, any unexercised vested Award may be exercised by the administrator or executor of the Participant's estate.

10.5 Limited Transferability of Awards. No Award granted under the Plan may be sold, transferred, pledged, assigned, or otherwise alienated or hypothecated, other than by will, by the laws of descent and distribution, or to the limited extent provided in Section 10.4. All rights with respect to an Award granted to a Participant shall be available during his or her lifetime only to the Participant. Notwithstanding the foregoing, a Participant may, if the Committee (in its discretion) so permits, transfer an Award granted on or after January 24, 2006, to an individual or

entity other than the Company. Any such transfer shall be made in accordance with such procedures as the Committee may specify from time to time.

10.6 No Rights as Stockholder. Except to the limited extent provided in Sections 8.6 and 8.7, no Participant (nor any beneficiary) shall have any of the rights or privileges of a stockholder of the Company with respect to any Shares issuable pursuant to an Award (or exercise thereof), unless and until certificates (which may be in book entry form) representing such Shares shall have been issued, recorded on the records of the Company or its transfer agents or registrars, and delivered to the Participant (or beneficiary).

10.7 Withholding Requirements. Prior to the delivery of any Shares or cash pursuant to an Award (or exercise thereof), or at such earlier time as the Tax Obligations are due, the Company shall have the power and the right to deduct or withhold, or require a Participant to remit to the Company, an amount sufficient to satisfy all Tax Obligations. Notwithstanding any contrary provision of the Plan, if a Participant fails to remit to the Company the amount of such Tax Obligations within the time period specified by the Committee (in its discretion), the Participant's Award may, in the Committee's discretion, be forfeited and in such case the Participant shall not receive any of the Shares covered by such Award.

10.8 Withholding Arrangements. The Committee, in its sole discretion and pursuant to such procedures as it may specify from time to time, may permit or require a Participant to satisfy Tax Obligations, in whole or in part by (a) having the Company withhold otherwise deliverable Shares, or (b) delivering to the Company already-owned Shares having a Fair Market Value equal to the amount required to be withheld or remitted which have been held for such period of time required to avoid adverse accounting consequences. The amount of the Tax Obligations shall be deemed to include any amount which the Committee agrees may be withheld at the time the election is made, and to the extent necessary to avoid adverse accounting consequences not to exceed the amount determined by using the minimum federal, state, local or foreign jurisdiction statutory withholding rates applicable to the Participant with respect to the Award on the date that the amount of tax or social insurance liability to be withheld or remitted is to be determined. Except as otherwise determined by the Committee, the Fair Market Value of the Shares to be withheld or delivered shall be determined as of the date that the Tax Obligations are required to be withheld or remitted.

10.9 Deferrals. The Committee, in its sole discretion, may permit a Participant to defer receipt of the payment of cash or the delivery of Shares that would otherwise be delivered to a Participant under the Plan. In the event of such a deferral, the Committee, in its discretion, may provide that the payment of Dividend Equivalents attributable thereto shall be also deferred until such time as the Award will be settled in accordance with the Participant's deferral election. Any such deferral election shall be subject to such rules and procedures as shall be determined by the Committee in its sole discretion, which rules and procedures shall comply with the requirements of Code Section 409A, unless otherwise determined by the Committee.

10.10 Elections by Nonemployee Directors. Pursuant to such procedures as the Committee (in its discretion) may adopt from time to time, each Nonemployee Director may elect to forego receipt of all or a portion of the annual retainer, committee fees and meeting fees otherwise due to the

Nonemployee Director in exchange for Shares or Stock Units. The number of Shares or Stock Units received by any Nonemployee Director shall equal the amount of foregone compensation divided by the Fair Market Value of a Share on the date the compensation otherwise would have been paid to the Nonemployee Director, rounded up to the nearest whole number of Shares. The procedures adopted by the Committee for elections under this Section 10.10 shall be designed to ensure that any such election by a Nonemployee Director will not disqualify him or her as a “non-employee director” under Rule 16b-3. Unless otherwise determined by the Committee, the elections permitted under this Section 10.10 shall comply with Code Section 409A or an exemption therefrom.

10.11 Fractional Shares. The Company shall not be required to issue any fractional Shares pursuant to this Plan. The Committee may provide for the elimination of fractions or for the settlement thereof in cash.

10.12 Code Section 409A. Unless otherwise determined by the Committee, each Award shall comply with Code Section 409A or an exemption therefrom, and the Committee shall comply with Code Section 409A in establishing the rules and procedures applicable to deferrals in accordance with Section 10 and taking or permitting such other actions under the terms of the Plan that would otherwise result in a deferral of compensation subject to Code Section 409A.

10.13 Recoupment of Awards. Awards are subject to recoupment in accordance with any Applicable Law and any recoupment policy, arrangement or agreement adopted by the Company from time to time.

SECTION 11 AMENDMENT AND TERMINATION

11.1 Amendment, Suspension, or Termination. The Board, in its sole discretion, may amend, suspend or terminate the Plan, or any part thereof, at any time and for any reason. The Company will obtain stockholder approval of any Plan amendment to the extent necessary and desirable to comply with Applicable Laws. The amendment, suspension, or termination of the Plan shall not, without the consent of the Participant, materially and adversely alter or impair any rights or obligations under any Award theretofore granted to such Participant. No Award may be granted during any period of suspension or after termination of the Plan.

SECTION 12 CHANGE IN CONTROL

12.1 Effect of Change in Control on Options and SARs. Except as set forth in an applicable Award Agreement and subject to Code Section 409A, in the event of a Change in Control, the surviving, continuing, successor, or purchasing corporation or other business entity or parent thereof, as the case may be (the “Acquiror”), may, without the consent of any Participant, either assume or continue the Company’s rights and obligations under outstanding Options or SARs or substitute for outstanding Options or SARs substantially equivalent options or SARs covering the Acquiror’s stock. Except as set forth in an applicable Award Agreement and subject to Code

Section 409A, any Options or SARs which are neither assumed, continued or substituted by the Acquiror in connection with the Change in Control nor exercised as of the Change in Control shall, contingent on the Change in Control, become fully vested and exercisable immediately prior to the Change in Control. Options and SARs which are assumed or continued in connection with a Change in Control shall be subject to such additional accelerated vesting and/or exercisability as the Board may determine, if any.

12.2 Effect of Change in Control on Other Awards. Except as set forth in an applicable Award Agreement and subject to Code Section 409A, in the event of a Change in Control, the Acquiror may, without the consent of any Participant, either assume or continue the Company's rights and obligations under outstanding Awards other than Options or SARs or substitute for such Awards substantially equivalent Awards covering the Acquiror's stock. Except as set forth in an applicable Award Agreement and subject to Code Section 409A, any such Awards which are neither assumed, continued or substituted by the Acquiror in connection with the Change in Control shall, contingent on the Change in Control, become fully vested. Awards which are assumed or continued in connection with a Change in Control shall be subject to such additional accelerated vesting or lapse of restrictions as the Board may determine, if any.

12.3 For purposes of the Plan, except as set forth in an applicable Award Agreement and subject to Code Section 409A, "Change in Control" means the consummation of one or more of the following events:

- (i) any "person" (as such term is used in Section 13(d) of the Securities Exchange Act of 1934 (the "Exchange Act")) is or becomes the "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act) of shares representing more than 50% of the combined voting power of the then outstanding Voting Stock (as defined below in this Section 12.3) of the Company; provided, however, that a "Change in Control" shall not be deemed to occur solely as the result of the acquisition by Doris F. Fisher, John J. Fisher, William Fisher and/or Robert R. Fisher (collectively, the "Fishers") and the Permitted Designees (as defined below in this Section 12.3) of shares representing in the aggregate more than 50% but less than 75% of the combined voting power of the then outstanding Voting Stock of the Company;
- (ii) the Company consolidates with or merges into any other corporation, any other corporation merges into the Company, or the Company effects a share exchange or the Company conveys, sells, transfers or leases all or substantially all (more than 75%) of its assets (other than to one or more of its wholly-owned subsidiaries), and, in the case of any such consolidation, merger or share exchange transaction, the outstanding Common Stock of the Company is reclassified into or exchanged for any other property or securities, unless the shareholders of the Company immediately before such transaction own, directly or indirectly immediately following such transaction, at least a majority of the combined voting power of the then outstanding Voting Stock of the entity resulting from such transaction in substantially the same proportion as their ownership of the Voting Stock of the Company immediately before such transaction, or unless such transaction is effected solely to change the jurisdiction of incorporation of the Company and results in a reclassification,

conversion or exchange of outstanding shares of Common Stock solely into shares of Common Stock;

- (iii) the Company or the Company and its subsidiaries, taken as a whole, sells, assigns, conveys, transfers or leases all or substantially all (more than 75%) of the assets of the Company or of the Company and its subsidiaries, taken as a whole over a 12-month period, as applicable (other than to one or more wholly-owned subsidiaries of the Company); or
- (iv) any time the Continuing Directors (as defined below in this Section 12.3) do not constitute a majority of the Board (or, if applicable, a successor entity to the Company).

For purposes of the above definition of Change in Control, “Continuing Directors” means, as of any date of determination, any member of the Board who (A) was a member of such Board on May 17, 2016 (the “Original Directors”) or (B) was appointed, nominated for election, or elected to such Board with the approval of a majority of the Original Directors or Continuing Directors who were members of such Board at the time of such nomination or election.

For purposes of the above definition of Change-in-Control, “Permitted Designees” means (i) a spouse or lineal descendent by blood or adoption of any of the Fishers; (ii) trusts solely for the benefit of any of the Fishers, one or more charitable foundations, institutions or entities or any of the individuals referred to in clause (i); (iii) in the event of the death of a Fisher, his or her estate, heirs, executor, administrator, committee or other personal representative; or (iv) any Person (as defined below in this Section 12.3) so long as any of the Fishers or any of the individuals referred to in clause (i) are the sole beneficial owners of more than 50% of the Voting Stock of such Person and constitute a majority of the board of directors of such Person, in the case of a corporation, or of the individuals exercising similar functions, in the case of an entity other than a corporation.

For purposes of the above definition of Change in Control, “Person” means any individual, corporation, partnership, joint venture, trust, estate, unincorporated organization, limited liability company or government or any agency or political subdivision thereof.

For purposes of the above definition of Change in Control, “Voting Stock” means all classes of capital stock (shares, interests, rights to purchase, warrants, options, participations or other equivalents of or interests in (however designated) equity of the applicable entity, but excluding any debt securities convertible into such equity) of the applicable Person then outstanding and normally entitled to vote in the election of directors.

SECTION 13 LEGAL CONSTRUCTION

13.1 Gender and Number. Except where otherwise indicated by the context, any masculine term used herein also shall include the feminine; the plural shall include the singular and the singular shall include the plural.

13.2 Severability. In the event any provision of the Plan shall be held illegal or invalid for any reason, the illegality or invalidity shall not affect the remaining parts of the Plan, and the Plan shall be construed and enforced as if the illegal or invalid provision had not been included.

13.3 Requirements of Law. The granting of Awards and the issuance of Shares under the Plan shall be subject to all applicable laws, rules, and regulations, and to such approvals by any governmental agencies or national securities exchanges as may be required.

13.4 Securities Law Compliance. With respect to Section 16 Persons, transactions under this Plan are intended to comply with all applicable conditions of Rule 16b-3. To the extent any provision of the Plan, Award Agreement or action by the Committee fails to so comply, it shall be deemed null and void, to the extent permitted by law and deemed advisable by the Committee.

13.5 Governing Law. The Plan and all Award Agreements shall be construed in accordance with and governed by the laws of the State of California (with the exception of its conflict of laws provisions).

13.6 Captions. Captions are provided herein for convenience only, and shall not serve as a basis for interpretation or construction of the Plan.

EXECUTION IN WITNESS WHEREOF, the Company, by its duly authorized officer, has executed this amended and restated Plan on the date indicated below.

THE GAP, INC.

Dated: February 22, 2017

By: /s/ Thomas J. Lima
Thomas J. Lima
Senior Vice President and
General Counsel

Ratio of Earnings to Fixed Charges

(\$ in millions except ratios)	Fiscal Year (number of weeks)				
	2017 (53)	2016 (52)	2015 (52)	2014 (52)	2013 (52)
Earnings before income taxes and interest expense	\$ 1,498	\$ 1,199	\$ 1,530	\$ 2,088	\$ 2,154
Less: capitalized interest, net	(9)	(9)	(8)	(7)	(8)
Total fixed charges	544	548	533	551	522
Earnings for calculation	\$ 2,033	\$ 1,738	\$ 2,055	\$ 2,632	\$ 2,668
Fixed charges:					
Gross interest incurred	\$ 74	\$ 75	\$ 59	\$ 75	\$ 61
Interest portion of rent expense (1)	470	473	474	476	461
Total fixed charges	\$ 544	\$ 548	\$ 533	\$ 551	\$ 522
Ratio of earnings to fixed charges	3.7	3.2	3.9	4.8	5.1

(1) The interest portion of rent expense for all fiscal years presented was calculated as 36 percent of rent expense.

The Gap, Inc.

Subsidiary List as of February 3, 2018

Athleta (ITM) Inc.	California
Athleta LLC	Delaware
Athleta, Inc.	Delaware
Banana Republic (Apparel), LLC	California
Banana Republic (ITM) Inc.	California
Banana Republic (Japan) Y.K.	Tokyo, Japan
Banana Republic, LLC	Delaware
Corporate HQ Support Mexico, S. de R.L. de C.V.	Mexico
Direct Consumer Services, LLC	California
Forth & Towne (Apparel) LLC	California
Forth & Towne (Japan) Y.K.	Tokyo, Japan
Gap (Apparel), LLC	California
Gap (Beijing) Commercial Co., Ltd.	Beijing, China
Gap (Canada) Inc.	Canada
Gap (France) S.A.S.	Paris, France
Gap (Italy) Srl.	Milan, Italy
Gap (ITM) Inc.	California
Gap (Japan) K.K.	Tokyo, Japan
Gap (Puerto Rico), Inc.	Puerto Rico
Gap (RHC) B.V.	Amsterdam, The Netherlands
Gap (Shanghai) Commercial Co., Ltd.	Shanghai, China
Gap (UK Holdings) Limited	England and Wales
Gap Europe Limited	England and Wales
Gap International Sales, Inc.	Delaware
Gap International Sourcing (Americas) LLC	California
Gap International Sourcing (California), Inc.	California
Gap International Sourcing (Holdings) Limited	Hong Kong
Gap International Sourcing (India) Private Limited	New Delhi, India
Gap International Sourcing (JV), LLC	California
Gap International Sourcing (Mexico) S.A. de C.V.	Mexico
Gap International Sourcing (U.S.A.) Inc.	California
Gap International Sourcing (Vietnam) Limited Liability Company	Vietnam
Gap International Sourcing Limited	Hong Kong
Gap International Sourcing Pte. Ltd.	Singapore
Gap International Sourcing, Inc.	California
Gap IT Services India Private Limited	India
Gap Limited	Hong Kong
Gap Services, Inc.	California
Gap Stores (Ireland) Limited	Dublin, Ireland
Gap Taiwan Limited	Taipei, Taiwan
GPS (Great Britain) Limited	England and Wales
GPS Consumer Direct, Inc.	California

GPS Corporate Facilities, Inc.	California
GPS Import Services, S. de R.L. de C.V.	Mexico
GPS Real Estate, Inc.	California
GPS Services, Inc.	California
GPS Strategic Alliances LLC	Delaware
GPSDC (New York) Inc.	Delaware
Intermix Canada Inc.	New Brunswick
Intermix Holdco Inc.	Delaware
Intermix (ITM) Inc.	California
Old Navy (Apparel), LLC	California
Old Navy (Canada) Inc.	Canada
Old Navy (ITM) Inc.	California
Old Navy (Japan) Y.K.	Tokyo, Japan
Old Navy, LLC	Delaware
ON Stores Mexico, S. de R.L. de C.V.	Mexico
Piperlime (Japan) G.K.	Tokyo, Japan
WCB Twenty-Eight Limited Partnership	Delaware

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No. 2-72586, No. 2-60029, No. 33-39089, No. 33-40505, No. 33-54686, No. 33-54690, No. 33-56021, No. 333-00417, No. 333-12337, No. 333-36265, No. 333-68285, No. 333-72921, No. 333-76523, No. 333-47508, No. 333-59292, No. 333-88470, No. 333-90414, No. 333-103128, No. 333-105934, No. 333-129986, No. 333-136295, No. 333-147986, No. 333-151560, No. 333-173146, No. 333-189232, No. 333-192723, No. 333-200806 and No. 333-218500, each on Form S-8, and No. 333-173348 on Form S-3 of our report dated March 20, 2018, relating to the consolidated financial statements of The Gap, Inc. and its subsidiaries (the “Company”) and the effectiveness of the Company's internal control over financial reporting, appearing in this Annual Report on Form 10-K of the Company for the fiscal year ended February 3, 2018.

/s/Deloitte & Touche LLP

San Francisco, California
March 20, 2018

CERTIFICATIONS

I, Arthur Peck, certify that:

1. I have reviewed this annual report on Form 10-K of The Gap, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 20, 2018

/s/ Arthur Peck

Arthur Peck

President and Chief Executive Officer

(Principal Executive Officer)

CERTIFICATIONS

I, Teri List-Stoll, certify that:

1. I have reviewed this annual report on Form 10-K of The Gap, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 20, 2018

/s/ Teri List-Stoll

Teri List-Stoll
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

**Certification of the Chief Executive Officer
Pursuant to 18 U.S.C. Section 1350,
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report of The Gap, Inc. (the "Company") on Form 10-K for the period ended February 3, 2018 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Arthur Peck, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Arthur Peck

Arthur Peck

President and Chief Executive Officer

March 20, 2018

**Certification of the Chief Financial Officer
Pursuant to 18 U.S.C. Section 1350,
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report of The Gap, Inc. (the "Company") on Form 10-K for the period ended February 3, 2018 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Teri List-Stoll, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Teri List-Stoll

Teri List-Stoll
Executive Vice President and Chief Financial Officer
March 20, 2018

