

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2013-01-10** | Period of Report: **2013-01-10**  
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FILER

**AMERICAN EAGLE OUTFITTERS INC**

CIK:[919012](#) | IRS No.: **132721761** | State of Incorporation: **DE** | Fiscal Year End: **0128**  
Type: **8-K** | Act: **34** | File No.: **001-33338** | Film No.: **13523572**  
SIC: **5651** Family clothing stores

Mailing Address  
*77 HOT METAL STREET  
PITTSBURGH PA 15203*

Business Address  
*77 HOT METAL STREET  
PITTSBURGH PA 15203  
4124323300*

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

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

**Date of Report**

(Date of earliest event reported)

**January 10, 2013**

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**AMERICAN EAGLE OUTFITTERS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of incorporation)

**1-33338**  
(Commission File Number)

**13-2721761**  
(IRS Employer Identification No.)

**77 Hot Metal Street**  
**Pittsburgh, Pennsylvania**  
(Address of principal executive offices)

**15203-2329**  
(Zip Code)

**(412) 432-3300**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 2.02. Results of Operations and Financial Condition**

The information in this Item 2.02 of Form 8-K, including the accompanying exhibit, shall not be deemed to be "filed" for the purposes of Section 18 of the Securities and Exchange Act of 1934 (the "Exchange Act"), or otherwise subject to the liability of such section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, regardless of the general incorporation language of such filing, except as shall be expressly set forth by specific reference in such filing.

On January 10, 2013, American Eagle Outfitters, Inc. (the "Company") issued a press release announcing total sales for the quarter-to-date period ended January 8, 2013. A copy of the press release is attached hereto as Exhibit 99.1. Additionally, Management reiterated its fourth quarter earnings guidance in the press release.

**ITEM 9.01. Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1*	Press release dated January 10, 2013 announcing total sales for the quarter-to-date period ended January 8, 2013

\* Such Exhibit is being "furnished" (not filed) pursuant to Item 2.02 of the Current Report on Form 8-K.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERICAN EAGLE OUTFITTERS, INC.  
(Registrant)

Date: January 10, 2013

By: /s/Scott Hurd  
Scott Hurd  
Vice President and Controller

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**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
99.1*	Press release dated January 10, 2013 announcing total sales for the quarter-to-date period ended January 8, 2013

\* Such Exhibit is being "furnished" (not filed) pursuant to Item 2.02 of the Current Report on Form 8-K.

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## American Eagle Outfitters Provides Fourth Quarter Update Reiterates Fourth Quarter EPS Guidance

Pittsburgh - January 10, 2013 -- American Eagle Outfitters, Inc. (NYSE: AEO) today announced that total sales for the quarter-to-date period ended January 8, 2013 increased 5%. Consolidated comparable store sales, including the online business increased 5%, compared to a 13% increase for the same period last year. Excluding the online business, comparable store sales increased 1%, compared to a 12% increase last year.

Management reiterates its fourth quarter EPS guidance of \$0.54 to \$0.56 per diluted share and mid single-digit consolidated comparable store sales growth. This compares to an adjusted EPS from continuing operations of \$0.39 last year, representing growth of 38% to 44%. The guidance excludes the potential impact of store impairment charges and tax settlements. During December, the company repurchased 5 million shares of its common stock for a total of \$105 million. The company estimates diluted shares outstanding for the fourth quarter and full year 2012 of approximately 202 million and 201 million, respectively.

Robert Hanson, CEO commented, "Although the customer and competitive environment was challenging, I'm pleased with our quarter-to-date performance, especially against strong comp gains last year. We are on-track to deliver our earnings expectations, reflecting strengthened merchandise assortments, improved inventory management and controlled promotions. Business has accelerated in the post-Christmas period and we are seeing a good response to our spring transition assortment. Also of note is the strength of our online business, which has increased 24% this quarter, further validating our omni-channel opportunity. I'm proud of how our teams are executing and we remain well-positioned to deliver long-term profitable growth."

The company will release fourth quarter and annual 2012 fiscal results prior to the market's open on March 6, 2013 and will host a conference call to review financial results at 9:00 a.m. Eastern Time on that date. To listen to the call, dial 1-877-407-0789 or internationally dial 1-201-689-8562 five to seven minutes prior to the scheduled start time. The conference call will simultaneously broadcast over the Internet at [www.ae.com](http://www.ae.com). Anyone unable to listen to the call can access the replay beginning March 6, 2012 at 12:00 p.m. Eastern Time through March 13, 2013. To listen to the replay, dial 1-877-870-5176, or internationally dial 1-858-384-5517, and reference confirmation code 406212. An audio replay of the conference call will also be available at [www.ae.com](http://www.ae.com).

### Non-GAAP Measures

This press release includes information on non-GAAP earnings per diluted share ("non-GAAP" or "adjusted"). This measure is not based on any standardized methodology prescribed by U.S. generally accepted accounting principles ("GAAP") and is not necessarily comparable to similar measures presented by other companies. The company believes that this non-GAAP information is useful as an additional means for investors to evaluate the company's operating performance, when reviewed in conjunction with the company's GAAP financial statements. This amount is not determined in accordance with GAAP and therefore, should not be used exclusively in evaluating the company's business and operations.

**AMERICAN EAGLE OUTFITTERS, INC.**  
**GAAP to Non-GAAP reconciliation**  
**(unaudited)**

	<b>13 Weeks Ended January 28, 2012</b>
<b>GAAP Diluted EPS from Continuing Operations</b>	<b>\$0.31</b>
<b>Add back: Store impairment charges</b>	<b>0.06</b>
<b>Add back: Executive transition costs</b>	<b>0.02</b>
<b>Non-GAAP Diluted EPS from Continuing Operations</b>	<b>\$0.39</b>

### About American Eagle Outfitters, Inc.

American Eagle Outfitters, Inc. (NYSE: AEO) is a leading global specialty retailer offering high-quality, on-trend clothing, accessories and personal care products at affordable prices under its American Eagle Outfitters and Aerie brands. The company operates more than 1,000 stores in North America, and ships to 77 countries worldwide through its websites. American Eagle Outfitters and Aerie merchandise also is available at approximately 50 international franchise stores in 13 countries. For more information, please visit [www.ae.com](http://www.ae.com).

"Safe Harbor" Statement under the Private Securities Litigation Reform Act of 1995: This release contains forward-looking statements, which represent our expectations or beliefs concerning future events, specifically regarding fourth quarter and fiscal 2012 results. All forward-looking statements made by the company involve material risks and uncertainties and are subject to change based on factors beyond the company's control. Such factors include, but are not limited to the risk that the company's operating, financial and capital plans may not be achieved and the risks described in the Risk Factor Section of the company's Form 10-K and Form 10-Q filed with the Securities and Exchange Commission. Accordingly, the company's future performance and financial results may differ materially from those expressed or implied in any such forward-looking statements. The company does not undertake to publicly update or revise its forward-looking statements even if future changes make it clear that projected results expressed or implied will not be realized.

CONTACT: American Eagle Outfitters, Inc.  
Kristen Zaccagnini, 412-432-3300