

GAP INC  
Form 8-K  
February 23, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT**

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

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Date of Report

(Date of earliest event reported)

February 23, 2006

**THE GAP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation)

**1-7562**  
(Commission File Number)

**94-1697231**  
(IRS Employer Identification No.)

**Two Folsom Street**  
**San Francisco, California**

**94105**

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(Address of principal executive offices)

(Zip Code)

(650) 952-4400

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (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**

On February 23, 2006, the Company issued a press release announcing the Company's earnings for the fourth quarter and the year ended January 28, 2006. A copy of this press release is attached hereto as Exhibit 99.1.

**Item 7.01 Regulation FD Disclosure**

On February 23, 2006, the Company issued a press release announcing an additional \$500 million share repurchase program and announcing cash dividend plans. A copy of this press release is attached hereto as Exhibit 99.2.

**Item 9.01. Financial Statements and Exhibits**

99.1 Press Release dated February 23, 2006

99.2 Press Release dated February 23, 2006

SIGNATURES

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.

THE GAP, INC.

(Registrant)

Date: February 23, 2006

By: /s/ Byron H. Pollitt, Jr.  
Byron H. Pollitt, Jr.

Executive Vice President and Chief Financial Officer

**EXHIBIT INDEX**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
99.1	Press Release dated February 23, 2006
99.2	Press Release dated February 23, 2006