

EXPRESS, INC.  
Form 8-K  
December 06, 2010

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

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 6, 2010

**EXPRESS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**001-34742**  
(Commission

File Number)

**26-2828128**  
(IRS Employer

Identification No.)

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**1 Express Drive**

**Columbus, Ohio**  
(Address of principal executive offices)

**(614) 474-4001**

**43230**  
(Zip Code)

(Registrant's telephone number, including area code)

(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:

- ☐ 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))

**Item 7.01 Regulation FD Disclosure.**

On December 6, 2010, Express, Inc. issued a press release announcing that certain selling stockholders intend to sell shares of Express, Inc. common stock in an underwritten offering.

A copy of the press release is attached as Exhibit 99.1. The information in the press release is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section. The information in the press release shall not be incorporated by reference into any filing under the Securities Act of 1933, except as shall otherwise be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits*

99.1 Press Release of Express, Inc. dated December 6, 2010.

**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, thereunto duly authorized.

**EXPRESS, INC.**

By: */s/* MATTHEW C. MOELLERING  
**Matthew C. Moellering**  
**Executive Vice President, Chief Administrative Officer,**  
**Chief Financial Officer, Treasurer and Secretary**

December 6, 2010

**EXHIBIT INDEX**

99.1 Press Release of Express, Inc. dated December 6, 2010.