

EXPRESS, INC.  
Form 8-A12B/A  
June 11, 2015

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

**FORM 8-A/A**  
**(Amendment No. 1)**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**Express, Inc.**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of incorporation or organization)**

**26-2828128**  
**(IRS Employer Identification No.)**

**1 Express Drive**

**Columbus, Ohio**

**43230**

(Address of principal executive offices)

(Zip Code)

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

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Stock Purchase Rights</b>	<b>New York Stock Exchange</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. ☒

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. ☐

**Securities Act registration statement file number to which this form relates: Not applicable**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**

**(Title of Class)**

Explanatory Note

This Amendment No. 1 to Form 8-A is filed to supplement and amend the information set forth in the Form 8-A of Express, Inc. (the Company) filed with the Securities and Exchange Commission (the SEC) on June 13, 2014.

Item 1. Description of Registrant's Securities to be Registered.

On June 10, 2015, the Company and Computershare Trust Company, N.A. (Computershare), entered into Amendment No. 1 to the Stockholder Protection Rights Agreement (Amendment No. 1) relating to the Stockholder Protection Rights Agreement (the Rights Agreement), dated as of June 12, 2014, between the Company and Computershare, as Rights Agent.

The description of Amendment No. 1 is incorporated by reference herein to the Company's Current Report on Form 8-K, filed on June 11, 2015, and is qualified in its entirety by reference to the Rights Agreement and Amendment No. 1. A copy of Amendment No. 1 is attached hereto as an exhibit and is incorporated herein by reference. A copy of the Rights Agreement was previously filed as Exhibit 4.1 to the Company's Form 8-K filed on June 13, 2014, and is also incorporated herein by reference.

Item 2. Exhibits.

Exhibit  
No.

Description

- |     |   |
|-----|---|
| (1) | Amendment No. 1, dated as of June 10, 2015, to the Stockholder Protection Rights Agreement, dated as of June 12, 2014, between Express, Inc. and Computershare Trust Company, N.A., as Rights Agent (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the SEC on June 11, 2015). |
| (2) | Stockholder Protection Rights Agreement, dated as of June 12, 2014, between Express, Inc. and Computershare Trust Company, N.A., as Rights Agent (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on June 13, 2014).                     |

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

EXPRESS, INC.

By: /s/ Lacey J. Bundy

Name: Lacey J. Bundy

Title: Senior Vice President, General Counsel &  
Secretary

Date: June 11, 2015

EXHIBIT INDEX

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