

EXPRESS, INC.
Form 8-K
August 01, 2012

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): August 1, 2012

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.)

1 Express Drive
Columbus, Ohio
(Address of principal executive offices)
(614) 474-4001

43230
(Zip Code)

(Registrant's telephone number, including area code)

Not Applicable

(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 1, 2012, Ms. Sona Chawla was appointed to the Board of Directors of Express, Inc. (the “Company”) as a Class III director. The Company's Board of Directors also appointed Ms. Chawla to its Compensation and Governance Committee.

Ms. Chawla will be entitled to the Company's standard non-employee director cash compensation arrangements described in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 30, 2012 and 6,211 restricted stock units that will vest on August 1, 2013, the one-year anniversary of the date of grant. In addition, Ms. Chawla has entered into the Company's standard indemnification agreement for directors, which has been filed as an exhibit to the Current Report on Form 8-K filed by the Company on January 5, 2012. There are no arrangements or understandings between Ms. Chawla and any other person pursuant to which she was selected to serve on the Board of Directors, and there are no relationships between Ms. Chawla and the Company that would require disclosure under Item 404(a) of Regulation S-K.

A copy of the Company's press release announcing the appointment of Ms. Chawla to the Board of Directors is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	Form of Indemnification Agreement (incorporated by reference from Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 5, 2012).
99.1	Press Release, dated August 1, 2012.

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.

Date: August 1, 2012

EXPRESS, INC.

By /s/ Lacey J. Bundy
Lacey J. Bundy
Secretary