

EXPRESS, INC.
Form 3
March 11, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â Hilt James A

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

03/07/2016

3. Issuer Name and Ticker or Trading Symbol
EXPRESS, INC. [EXPR]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O EXPRESS, INC.,Â 1
EXPRESS DRIVE

(Street)

(Check all applicable)

____ Director ____ 10% Owner
X Officer ____ Other
(give title below) (specify below)
EVP, CMO, and ECommerce

COLUMBUS,Â OHÂ 43230

(City)

(State)

(Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock, par value \$0.01

25,978

D

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	03/15/2024	Common Stock, par value \$0.01	15,000	\$ 15.49	D	Â
Employee Stock Option (right to buy)	Â (2)	04/01/2024	Common Stock, par value \$0.01	1,400	\$ 15.88	D	Â
Employee Stock Option (right to buy)	Â (3)	03/26/2025	Common Stock, par value \$0.01	10,109	\$ 16.28	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hilt James A C/O EXPRESS, INC., 1 EXPRESS DRIVE COLUMBUS, OH 43230	Â	Â	Â EVP, CMO, and ECommerce	Â

Signatures

Lacey J. Bundy,
Attorney-in-Fact

03/11/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The stock options vest in four equal annual installments. One-quarter of the stock options became exercisable on March 15, 2015, and one-quarter of the stock options becomes exercisable on each of March 15, 2016, March 15, 2017, and March 15, 2018.
- (2) The stock options vest in four equal annual installments. One-quarter of the stock options became exercisable on April 15, 2015, and one-quarter of the stock options becomes exercisable on each of April 15, 2016, April 15, 2017, and April 15, 2018.
- (3) The stock options vest in four equal annual installments. One-quarter of the stock options becomes exercisable on each of April 15, 2016, April 15, 2017, April 15, 2018, and April 15, 2019.

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Remarks:

ExhibitÂ List:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.