

EXPRESS, INC.
Form 8-K/A
October 31, 2011

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

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

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): June 3, 2011

EXPRESS, INC.
(Exact name of registrant as specified in its charter)

Delaware	001-34742	26-2828128
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1 Express Drive	43230
Columbus, Ohio	(Zip Code)
(Address of principal executive offices)	
(614) 474-4001	
(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))

EXPLANATORY NOTE

This current report on Form 8-K/A is being filed as an amendment (this “Amendment”) to the current report on Form 8-K filed by Express, Inc. (the “Company”) on June 9, 2011 (the “Original Report”). The Original Report was filed to report the results of the matters submitted to a vote at the Company’s annual meeting of stockholders held June 3, 2011 (the “Annual Meeting”). The sole purpose of this Amendment is to disclose the Company’s decision with respect to how frequently the Company will hold an advisory vote on executive compensation. Except for the foregoing, this Amendment does not amend, modify or update the disclosures contained in the Original Report.

Item 5.07. Submission of Matters to a Vote of Security Holders.

(d) At the Annual Meeting, the Company held an advisory vote on the frequency of a stockholder vote on executive compensation. As previously reported in the Original Report, the Company’s stockholders recommended holding an advisory vote on executive compensation every three years. In light of, and consistent with, the voting results, the Company’s Board of Directors has determined that the Company will hold future advisory votes on executive compensation every three years, until the next required advisory vote on this matter, which shall be no later than the Company’s annual meeting of stockholders in 2017, or until the Company’s Board of Directors elects to implement a different frequency for such advisory votes.

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: October 31, 2011

EXPRESS, INC.

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