

GAP INC
Form 8-K
November 22, 2002

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)

November 21, 2002

THE GAP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

1-7562
(Commission File Number)

94-1697231
(IRS Employer
Identification No.)

**Two Folsom Street,
San Francisco, California**
(Address of principal executive offices)

94105
(Zip Code)

(650) 952-4400
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

ITEM 5. OTHER EVENTS.

On November 21, 2002, The Gap, Inc. (the Company) issued a press release announcing that John Lillie retires from his role as Vice Chairman and resigns from the board of directors of the Company. A copy of this press release is attached hereto as Exhibit 99.1.

On November 21, 2002, the Company entered into a transition agreement with John Lillie. A copy of the transition agreement is attached hereto as Exhibit 10.1.

ITEM 7. EXHIBITS.

- 10.1 Transition Agreement dated as of November 21, 2002 by and between John Lillie and The Gap, Inc.
- 99.1 Press Release dated November 21, 2002

SIGNATURES

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.

THE GAP, INC.
(Registrant)

By: /s/ ANNE B. GUST

Anne B. Gust
Executive Vice
President and
Chief Administrative
Officer

Date: November 22, 2002

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
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99.1	Press Release dated November 21, 2002