

FISHER ROBERT J
 Form 5
 March 08, 2019

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN 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

1. Name and Address of Reporting Person *
FISHER ROBERT J

2. Issuer Name and Ticker or Trading Symbol
GAP INC [GPS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
02/02/2019

Director 10% Owner
 Officer (give title below) Other (specify below)

1300 EVANS AVENUE, NO. 880154

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

SAN FRANCISCO, CA 94188

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 05/11/2018 | Â | G | 768,094 D \$ 0 | 383,199 | I | By Trusts ⁽¹⁾ |
| Common Stock | 12/21/2018 | Â | G | 4,776 D \$ 0 | 9,586,029 | D | Â |
| Common Stock | 12/21/2018 | Â | G | 597 A \$ 0 | 9,586,029 | D | Â |
| Common Stock | 12/21/2018 | Â | G | 597 A \$ 0 | 125,792 | I | By Spouse |

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| | | | | | | | | | |
|--------------|---|---|---|---|---|---|------------|---|-------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 27,000,000 | I | By FCH TBME LLC (2) |
| Common Stock | Â | Â | Â | Â | Â | Â | 15,000 | I | By Limited Partnerships |

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

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SEC 2270 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FISHER ROBERT J 1300 EVANS AVENUE, NO. 880154 SAN FRANCISCO, CA 94188 | Â X | Â X | Â | Â |

Signatures

Jane Spray,
Attorney-in-fact
03/08/2019
Date

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) Reflects deemed gift of shares distributed to trust remainder beneficiary upon expiration of the trust's two-year term.
- (2) The reporting person is the sole manager and a member of FCH TBME LLC, a Delaware limited liability company that owns the reported securities. As manager of FCH TBME LLC, the reporting person may be deemed to have an indirect beneficial ownership of the 27,000,000 shares of Gap Common Stock of which FCH TBME LLC has beneficial ownership. The reporting person disclaims beneficial

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ownership of all shares of Gap Common Stock held by FCH TBME LLC except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.