

EXPRESS, INC.
Form SC 13G
February 10, 2015

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. ____)

Express, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

30219E103

(CUSIP Number)

December 31, 2014

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☒ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 30219E103

Page 2 of 10 Pages

1 NAMES OF REPORTING PERSONS

Carlson Capital, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐

(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY

6 SHARED VOTING POWER

4,718,413

OWNED BY
EACH
REPORTING

7 SOLE DISPOSITIVE POWER

-0-

PERSON WITH

8 SHARED DISPOSITIVE POWER

4,718,413

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,718,413 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.60%

12 TYPE OF REPORTING PERSON

PN, IA

CUSIP No. 30219E103

Page 3 of 10 Pages

1 NAMES OF REPORTING PERSONS

Asgard Investment Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐

(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY

6 SHARED VOTING POWER

4,718,413

OWNED BY
EACH

7 SOLE DISPOSITIVE POWER

-0-

REPORTING

PERSON WITH

8 SHARED DISPOSITIVE POWER

4,718,413

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,718,413 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.60%

12 TYPE OF REPORTING PERSON

CO

CUSIP No. 30219E103

Page 4 of 10 Pages

1 NAMES OF REPORTING PERSONS

Asgard Investment Corp. II

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐

(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

6 SHARED VOTING POWER

4,718,413

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

4,718,413

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,718,413 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.60%

12 TYPE OF REPORTING PERSON

CO

CUSIP No. 30219E103

Page 5 of 10 Pages

1 NAMES OF REPORTING PERSONS

Clint D. Carlson

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐

(b) ☐

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

-0-

NUMBER OF
SHARES
BENEFICIALLY

6 SHARED VOTING POWER

4,718,413

OWNED BY
EACH

7 SOLE DISPOSITIVE POWER

-0-

REPORTING

PERSON WITH

8 SHARED DISPOSITIVE POWER

4,718,413

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,718,413 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

☐

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.60%

12 TYPE OF REPORTING PERSON

IN

CUSIP No. 30219E103

Page 6 of 10 Pages

Item(a) Name of Issuer:

1.

Express, Inc.

(b) Address of Issuer's Principal Executive Offices:

1 Express Drive, Columbus, Ohio 43230

Item(a) Name of Persons Filing:

2

- (i) Carlson Capital L.P., a Delaware limited partnership ("Carlson Capital"), which serves as the investment manager to certain private funds and managed accounts (collectively, the "Accounts"), with respect to the Common Stock directly held by the Accounts;
- (ii) Asgard Investment Corp. II, a Delaware corporation ("Asgard II"), which serves as the general partner of Carlson Capital, with respect to the Common Stock directly held by the Accounts;
- (iii) Asgard Investment Corp., a Delaware corporation ("Asgard"), which is the sole stockholder of Asgard II, with respect to the Common Stock directly held by the Accounts; and
- (iv) Mr. Clint D. Carlson, a United States citizen ("Mr. Carlson"), who serves as president of Asgard and Carlson Capital, with respect to the Common Stock directly held by the Accounts.

The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13 of the Act, the beneficial owner of the Common Stock reported herein.

(b) Address of Principal Business Office or, if none, Residence:

2100 McKinney Avenue, Suite 1800
Dallas, TX 75201

(c) Citizenship:

Carlson Capital is a Delaware limited partnership. Each of Asgard and Asgard II is a Delaware corporation. Mr. Carlson is a United States citizen.

(d) Title Class of Securities:

Common Stock (the "Shares")

(e) CUSIP Number:

30219E103

CUSIP No. 30219E103

Page 7 of 10 Pages

Item 3. If this statement is filed pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- | | | |
|-----|-----|---|
| (a) | [] | Broker or dealer registered under Section 15 of the Act; |
| (b) | [] | Bank as defined in Section 3(a)(6) of the Act; |
| (c) | [] | Insurance company as defined in Section 3(a)(19) of the Act; |
| (d) | [] | Investment company registered under Section 8 of the Investment Company Act of 1940; |
| (e) | [X] | An investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E); |
| (f) | [] | An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F); |
| (g) | [X] | A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G); |
| (h) | [] | A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act; |
| (i) | [] | A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940; |
| (j) | [] | A non-U.S. institution in accordance with Section 240.240.13d-1(b)(1)(ii)(J); |
| (k) | [] | Group, in accordance with Section 240.13d-1(b)(1)(ii)(K). |

If filing as a non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership.

(a) Amount Beneficially Owned:

A. Carlson Capital

(a) Amount beneficially owned: 4,718,413

(b) Percent of class: 5.60%

(c)(i) Sole power to vote or to direct the vote: -0-

- (ii) Shared power to vote or direct the vote: 4,718,413
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or to direct the disposition: 4,718,413

B. Asgard II

- (a) Amount beneficially owned: 4,718,413
- (b) Percent of class: 5.60%
- (c) (i) Sole power to vote or to direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 4,718,413
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or to direct the disposition: 4,718,413

C. Asgard

- (a) Amount beneficially owned: 4,718,413
- (b) Percent of class: 5.60%
- (c) (i) Sole power to vote or to direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 4,718,413
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or to direct the disposition: 4,718,413

D. Mr. Carlson

- (a) Amount beneficially owned: 4,718,413
- (b) Percent of class: 5.60%
- (c) (i) Sole power to vote or to direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 4,718,413
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or to direct the disposition: 4,718,413

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons".

The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13 of the Act, the beneficial owner of the Common Stock reported herein.

CUSIP No. 30219E103

Page 8 of 10 Pages

The Company's Quarterly Report on Form 10-Q filed on December 10, 2014, indicates that the total number of outstanding shares as of November 29, 2014 was 84,293,740. The percentages used herein and in the rest of the Schedule 13G are based upon the number of shares of Common Stock outstanding.

ItemOwnership of Five Percent or Less of a Class:

5.

This item is not applicable.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: []

ItemOwnership of More than Five Percent on Behalf of Another Person:

6.

This item is not applicable.

ItemIdentification and Classification of Subsidiaries Which Acquired the Security Being Reported on by the Parent

7. Holding Company or Control Person:

This item is not applicable.

ItemIdentification and Classification of Members of the Group.

8.

This item is not applicable.

ItemNotice of Dissolution of Group.

9.

This item is not applicable.

ItemCertification:

10.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 30219E103

Page 9 of 10 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: February 10, 2015

Carlson Capital, L.P.

By: /s/ Clint D. Carlson
Name: Clint D. Carlson
Title: President

Asgard Investment Corp. II

By: /s/ Clint D. Carlson
Name: Clint D. Carlson
Title: President

Asgard Investment Corp.

By: /s/ Clint D. Carlson
Name: Clint D. Carlson
Title: President

/s/ Clint D. Carlson
By: /s/ Clint D. Carlson
Name: Clint D. Carlson

CUSIP No. 30219E103

Page 10 of 10 Pages

JOINT ACQUISITION STATEMENT
PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: February 10, 2015

Carlson Capital, L.P.

By: /s/ Clint D. Carlson
Name: Clint D. Carlson
Title: President

Asgard Investment Corp. II

By: /s/ Clint D. Carlson
Name: Clint D. Carlson
Title: President

Asgard Investment Corp.

By: /s/ Clint D. Carlson
Name: Clint D. Carlson
Title: President

By: /s/ Clint D. Carlson
Name: Clint D. Carlson

