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**UNITED STATES  
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)

September 15, 2025

**THE GAP, INC.**

(Exact name of registrant as specified in its charter)

Delaware	1-7562	94-1697231
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

Two Folsom Street San Francisco, California	94105
(Address of principal executive offices)	(Zip Code)

(415) 427-0100  
(Registrant's telephone number, including area code)

N/A  
(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 (see General Instruction A.2. below):

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.05 par value	GAP	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On September 15, 2025, the board of directors (the “Board”) of The Gap, Inc. (the “Company”) appointed Jody Gerson to serve as a director of the Company, with such appointment effective the same day.

In connection with Ms. Gerson's appointment to the Board, she received Company stock units with an initial aggregate value of \$185,000 (based on the then-current fair market value of the Company's common stock) upon the effective date of her appointment. The terms of the stock units are consistent with the stock units for the Company's other non-employee directors, as described under the heading "[Compensation of Directors](#)" in the Company's 2025 proxy statement, which description is incorporated herein by reference. Ms. Gerson will also receive a pro rata portion of the current \$95,000 annual cash retainer amount for fiscal 2025 that the Company pays to non-employee directors for service as a director.

There are no arrangements or understandings between Ms. Gerson and any other person pursuant to which she was appointed as a director, and she has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

**Item 7.01 Regulation FD Disclosure.**

On September 15, 2025, the Company issued a press release announcing the election of Jody Gerson to serve as a director of the Company. A copy of this press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information provided pursuant to this Item 7.01, including Exhibit 99.1 attached hereto, is being furnished to the Securities and Exchange Commission and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
<a href="#">99.1</a>	Press Release dated September 15, 2025 announcing the appointment of Jody Gerson to the Board
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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.**

Date: September 15, 2025

By: /s/ Julie Gruber  
Julie Gruber  
Executive Vice President and  
Chief Legal and Compliance Officer

## Gap Inc. Appoints Jody Gerson to Board of Directors

SAN FRANCISCO — September 15, 2025 at 1:15 pm PT — Gap Inc. (NYSE: GAP) today announced the appointment of Jody Gerson, Chairman and CEO of Universal Music Publishing Group (UMPG), to the company's Board of Directors, effective immediately.

A trailblazer in global music and entertainment, Gerson brings more than three decades of leadership at the forefront of culture, where she has championed creativity, inclusion, and innovation. As the first female CEO of a major music publisher and the first woman to chair a global music company, she has transformed UMPG into a creative powerhouse for songwriters and artists worldwide.

"Jody is a cultural force in her own right," said Richard Dickson, President and CEO of Gap Inc. "Her insights into fashiontainment – our platform at the intersection of fashion, music and celebrity – are unmatched. At Gap Inc., we've always believed that style is a form of storytelling, and Jody's ability to amplify voices and shape cultural moments will be invaluable as we continue redefining what it means to be an iconic, purpose-led house of brands."

"Jody's ability to connect culture and commerce is exactly what makes her such a dynamic leader," said Mayo A. Shattuck III, Chair of the Board, Gap Inc. "Her vision and creativity will help us strengthen our brands' resonance with the next generation of consumers."

Since joining UMPG in 2015, Gerson has led the signing of globally influential artists including Adele, Harry Styles, Kendrick Lamar, SZA, and Coldplay, and spearheaded landmark acquisitions of the renowned Bob Dylan, Neil Diamond, and Sting catalogs. She also serves on the boards of the USC Annenberg Inclusion Initiative, the Rock & Roll Hall of Fame, Ancestry.com, Project Healthy Minds and the National Music Publishers Association, and is a co-founder of the nonprofit She Is The Music.

"Gap Inc. has long been a cultural icon, bridging fashion, music, and identity. I'm honored to join Gap Inc.'s Board of Directors and excited to bring my perspective and experience in the creative industries to the table. Equally, I'm energized to support Richard Dickson's vision and draw inspiration from Gap's remarkable renaissance as a brand that's become synonymous with the culture of music," said Gerson.

Gerson's appointment comes on the heels of Gap's viral success with music driven fashion campaigns, such as "Better in Denim" featuring the global pop group Katseye, which garnered over 400 million views, 8 billion impressions, and became the #1 TikTok search. Her expertise across industries is critical to the company's long-term strategy and she will help reinforce the company's commitment to maintaining a diverse and dynamic Board.

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**About Gap Inc.**

Gap Inc., a purpose-driven house of iconic brands, is the largest specialty apparel company in America. Its Old Navy, Gap, Banana Republic, and Athleta brands offer clothing, accessories, and lifestyle products for men, women and children available worldwide through company operated and franchise stores, and e-commerce sites. Since 1969, Gap Inc. has created products and experiences that shape culture, while doing right by employees, communities and the planet through its commitment to bridge gaps to create a better world. For more information, please visit [www.gapinc.com](http://www.gapinc.com).

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