

AMERICAN EAGLE OUTFITTERS INC  
Form 8-K  
August 21, 2006

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

**Date of Report**

(Date of earliest event reported)

**August 15, 2006**

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**AMERICAN EAGLE OUTFITTERS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of incorporation)

**0-23760**  
(Commission File Number)

**13-2721761**  
(IRS Employer Identification No.)

**150 Thorn Hill Drive**  
**Warrendale, Pennsylvania**  
(Address of principal executive offices)

**15086-7528**  
(Zip Code)

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(724) 776-4857

(Registrant's telephone number, including area code)

N/A

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

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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))

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**ITEM 2.02. Results of Operations and Financial Condition**

The information in this Item 2.02 of Form 8-K, including the accompanying exhibits, shall not be deemed to be "filed" for the purposes of Section 18 of the Securities and Exchange Act of 1934 (the "Exchange Act"), or otherwise subject to the liability of such section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, regardless of the general incorporation language of such filing, except as shall be expressly set forth by specific reference in such filing.

On August 15, 2006, the Company issued a press release announcing, among other things, the Company's financial results for the second quarter ended July 29, 2006 (the press release was subsequently corrected on August 15, 2006). A copy of this press release (as corrected) is attached hereto as Exhibit 99.1.

The Company's Management team held a conference call on August 15, 2006 at 9:00 a.m. Eastern Time to review the aforementioned financial results. Additionally, Management provided its third quarter 2006 earnings expectation on the conference call. A replay of the conference call will be available through August 29, 2006. To listen to the replay, dial 1-800-642-1687 and reference confirmation code 9752747#. An audio replay of the conference call will also be available at www.ae.com. A copy of the conference call transcript is attached hereto as Exhibit 99.2.

**ITEM 7.01. Regulation FD Disclosure**

On August 16, 2006, the Company issued a press release announcing that its Board of Directors declared a quarterly cash dividend of \$0.1125 per share payable on October 6, 2006 to stockholders of record at the close of business on September 22, 2006. A copy of the announcement is attached hereto as Exhibit 99.3.

**ITEM 9.01. Financial Statements and Exhibits**

|        |  |
|--------|--|
| 99.1*  | Press Release dated August 15, 2006 announcing second quarter 2006 financial results |
| 99.2*  | Conference Call Transcript dated August 15, 2006                                     |
| 99.3** | Press Release dated August 16, 2006 announcing declaration of a quarterly dividend   |

\*\* Such Exhibit is being "furnished" (not filed) pursuant to Item 7.01 of the Current Report on Form 8-K.

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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.

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EXHIBIT INDEX

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 99.1*                 | Press Release dated August 15, 2006 announcing second quarter 2006 financial results |
| 99.2*                 | Conference Call Transcript dated August 15, 2006                                     |
| 99.3**                | Press Release dated August 16, 2006 announcing declaration of a quarterly dividend   |

\* Such Exhibit is being "furnished" (not filed) pursuant to Item 2.02 of the Current Report on Form 8-K.

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\*\* Such Exhibit is being "furnished" (not filed) pursuant to Item 7.01 of the Current Report on Form 8-K.

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