

Curran Shawn  
Form 3/A  
October 13, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

|   |         |   |  |  |
|---|---------|---|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement  | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â Curran Shawn                            |         | (Month/Day/Year)  | GAP INC [GPS]                                      |  |
| (Last)                                    | (First) | (Middle)  | 10/11/2017   |  |
| TWO FOLSOM STREET                         |         | 4. Relationship of Reporting Person(s) to Issuer  |  | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         | (Check all applicable)  |  | 10/12/2017   |
| SAN FRANCISCO,Â CAÂ 94105                 |         | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |  | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)   | EVP, Glob Sup Chain & Prod Ops                     |  |
|   |         |   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |   |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|   |   |  |  |  |  |
|---|---|--|--|--|--|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|   | Date Exercisable    Expiration Date                         | Title  | Amount or Number of Shares                             |  |  |

Restricted Stock Units         (1)         (2)      Common Stock      33,502 (3)      \$ 0 (4)      D         (5)

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |  |           |
|--|---------------|-----------|--|-----------|
|  | Director      | 10% Owner | Officer                                  | Other     |
| Curran Shawn<br>TWO FOLSOM STREET<br>SAN FRANCISCO, CA 94105 | <u>  </u>     | <u>  </u> | <u>  </u> EVP, Glob Sup Chain & Prod Ops | <u>  </u> |

## Signatures

JoAnne Zinman, Power of Attorney For: Shawn Curran      10/13/2017

  Signature of Reporting Person      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).  
Represents five grants of Restricted Stock Units (RSUs). The RSU grants vest as follows: 4,000 shares vest on March 14, 2018; 3,979 shares vest on March 16, 2018; 10,761 shares vest on March 13, 2019; 4,000 shares vest on March 14, 2019; and 10,762 shares vest on March 13, 2020.
- (1) Not applicable
- (2) Not applicable
- (3) This amendment is being filed to correct the number of Restricted Stock Units previously reported as of October 11, 2017 and the corresponding vesting dates footnote.
- (4) Each Restricted Stock Unit represents a contingent right to receive one share of Gap, Inc. Common Stock.

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