

EXPRESS, INC.  
Form 3  
July 15, 2015

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

## 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 \*

Pericleous Periclis

(Last) (First) (Middle)

C/O EXPRESS, INC., 1  
EXPRESS DRIVE

(Street)

COLUMBUS, OH 43230

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

07/06/2015

3. Issuer Name and Ticker or Trading Symbol  
EXPRESS, INC. [EXPR]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer ☐ Other  
(give title below) (specify below)  
SVP, CFO and Treasurer

6. Individual or Joint/Group Filing (Check Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting Person

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

1. Title of Security  
(Instr. 4)

2. Amount of Securities Beneficially Owned  
(Instr. 4)

3. Ownership Form:  
Direct (D)  
or Indirect (I)  
(Instr. 5)

4. Nature of Indirect Beneficial Ownership  
(Instr. 5)

Common Stock, par value \$0.01

20,959

D

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and Expiration Date  
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security  
(Instr. 4)  
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:  
Direct (D)

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

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	Date Exercisable	Expiration Date	Common Stock, par value	Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	05/12/2014	05/12/2020	\$0.01	875	\$ 17	D	Â
Employee Stock Option (right to buy)	Â (1)	12/15/2020	\$0.01	5,000	\$ 16.53	D	Â
Employee Stock Option (right to buy)	Â (2)	02/18/2021	\$0.01	1,500	\$ 18.51	D	Â
Employee Stock Option (right to buy)	Â (3)	03/22/2022	\$0.01	3,080	\$ 25.25	D	Â
Employee Stock Option (right to buy)	Â (4)	04/02/2023	\$0.01	5,510	\$ 17.49	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pericleous Periclis C/O EXPRESS, INC., 1 EXPRESS DRIVE COLUMBUS, OH 43230	Â	Â	Â SVP, CFO and Treasurer	Â

## Signatures

Lacey J. Bundy,  
Attorney-in-Fact

07/15/2015

\_\_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).
- (1) One-half of the stock options became exercisable on December 15, 2013 and the remainder became exercisable on December 15, 2014.
- (2) One-half of the stock options became exercisable on February 18, 2014 and the remainder became exercisable on February 18, 2015.
- (3) The stock options vest in four equal annual installments. One-quarter of the stock options became exercisable on each of March 22, 2013, March 22, 2014, and March 22, 2015, and the remainder becomes exercisable on March 22, 2016.

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- (4) The stock options vest in four equal annual installments. One-quarter of the stock options became exercisable on each of April 2, 2014 and April 2, 2015, and the remainder becomes exercisable on each of April 2, 2016 and April 2, 2017.

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**Remarks:**

ExhibitÂ List:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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