

FISHER JOHN J
Form 5
March 08, 2019

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
FISHER JOHN J

(Last) (First) (Middle)

1300 EVANS AVENUE, NO.
880154

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
GAP INC [GPS]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
02/02/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

SAN FRANCISCO, CA 94188

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount (A) or (D)	Price		
Common Stock	02/09/2018	Â	G	581,119	D \$ 0	8,804,190	I By Trusts ⁽¹⁾
Common Stock	05/11/2018	Â	G	1,301,866	D \$ 0	8,804,190	I By Trusts ⁽¹⁾
Common Stock	05/16/2018	Â	G	902,845	D \$ 0	8,804,190	I By Trusts ⁽¹⁾
Common Stock	10/05/2018	Â	G	780,349	D \$ 0	8,804,190	I By Trusts ⁽¹⁾

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Common Stock	12/21/2018	Â	G	4,776	D	\$ 0	6,561,335	D	Â
Common Stock	12/21/2018	Â	G	597	A	\$ 0	6,561,335	D	Â
Common Stock	12/21/2018	Â	G	597	A	\$ 0	44,387	I	By Spouse
Common Stock	12/21/2018	Â	G	796	A	\$ 0	796	I	By persons sharing household ⁽²⁾
Common Stock	Â	Â	Â	Â	Â	Â	27,000,000	I	By FCH TBML LLC ⁽³⁾
Common Stock	Â	Â	Â	Â	Â	Â	1,581,500	I	By Trust
Common Stock	Â	Â	Â	Â	Â	Â	1,000,000	I	By Trust ⁽⁴⁾
Common Stock	Â	Â	Â	Â	Â	Â	442,013	I	By Trust
Common Stock	Â	Â	Â	Â	Â	Â	20,000	I	By Limited Partnerships

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

FISHER JOHN J

1300 EVANS AVENUE, NO. 880154 ☒ X ☒ X ☐ ☐
SAN FRANCISCO, CA 94188

Signatures

Jane Spray,
Attorney-in-fact

03/08/2019

Signature of Reporting
Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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) Reflects deemed gift of shares distributed to trust remainder beneficiary upon expiration of the trust's two-year term.

Reflects gift of shares by the reporting person to persons sharing the reporting person's household. The reporting person disclaims
(2) beneficial ownership of shares of GapCommon Stock owned by such persons. The shares reported herein are part of the above-referenced gift made by the reporting person on the same date.

The reporting person is the sole manager and a member of FCH TBML LLC, a Delaware limited liability company that owns the reported securities. As manager of FCH TBML LLC, the reporting person may be deemed to have indirect beneficial ownership of the 27,000,000
(3) shares of Gap Common Stock of which FCH TBML LLC has beneficial ownership. The reporting person disclaims beneficial ownership of all shares of Gap Common Stock held by FCH TBML LLC except to the extent of his pecuniary interest therein.

(4) The reporting person disclaims beneficial ownership of all shares of Gap Common Stock held by the trust except to the extent of his indirect pecuniary interest therein.

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