

AMERICAN EAGLE OUTFITTERS INC
Form DEFA14A
June 04, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

American Eagle Outfitters, Inc.

(Name of Registrant as specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

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(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

EXPLANATORY NOTE

In response to discussions between American Eagle Outfitters, Inc. (the Company) and Institutional Shareholder Services, Inc. (ISS) in connection with stockholder approval of the proposal to amend the Company's Certificate of Incorporation, the Board of Directors has determined to revise the proposal to reduce the increase from the previously proposed level of 750 million to 600 million. The Company is filing this information with the Securities and Exchange Commission (the SEC) as additional soliciting material under Rule 14a-6 of the Securities Exchange Act of 1934 in connection with the solicitation of proxies for the approval of the amendment to the Company's Certificate of Incorporation at the Company's 2007 Annual Meeting of Stockholders.

The Company previously filed with the SEC and distributed to the Company's stockholders the Company's definitive Proxy Statement and Notice of Annual Meeting of Stockholders to be held June 12, 2007. The Notice and Proxy Statement contain important information concerning the matters to be voted on at the 2007 Annual Meeting of Stockholders, including the position of the Board of Directors with respect to those matters. Please note that the statements herein should be read in conjunction with the Company's Proxy Statement and Notice of 2007 Annual Meeting of Stockholders.

You can obtain any of the documents that we file with the SEC through the SEC's Web site (www.sec.gov) or they can be reviewed and copied at the SEC's Public Reference Room at 100 F Street N.E., Washington, D.C. 20549. Please call 1-800-732-0330 for further information on the Public Reference Room. In addition, these documents can be obtained on our corporate web site at www.ae.com under the links About AE, AE Investment Info, SEC filings. To obtain documents from us free of charge, please direct requests in writing to: Investor Relations, American Eagle Outfitters, Inc., 150 Thorn Hill Drive, Warrendale, PA 15086-7528.