AMERICAN EAGLE OUTFITTERS INC
Form 8-K
November 26, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report

(Date of earliest event reported)

November 20, 2007

AMERICAN EAGLE OUTFITTERS, INC.

(Exact name of registrant as specified in its charter)

Delaware **(State of incorporation)**	**1-33338** **(Commission File Number)**	**13-2721761** **(IRS Employer Identification No.)**

77 Hot Metal Street
Pittsburgh, Pennsylvania
(Address of principal executive offices)

15203-2329
(Zip Code)

(412) 432-3300

(Registrant's telephone number, including area code)

N/A

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

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))

ITEM 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 20, 2007, the Board of Directors of American Eagle Outfitters, Inc. (the "Company") amended Article II, Sections 10, 11 and 12 of the Company's Amended and Restated Bylaws (the "Bylaws") to adopt majority voting and director qualification standards. Under the new Bylaws, a majority voting standard is applied in uncontested elections and a plurality voting standard continues to apply in contested elections. Furthermore, the new Bylaws include additional informational and qualification requirements for all director nominees and require all nominees to make representations as to their independence and other matters. A copy of the Company's Bylaws is attached hereto as Exhibit 3.1.

ITEM 9.01. Financial Statements and Exhibits

3.1 Amended and Restated Bylaws of American Eagle Outfitters, Inc.

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.

/s/ Neil Bulman Jr.

EXHIBIT INDEX

Exhibit Number	Description
3.1	Amended and Restated Bylaws of American Eagle Outfitters, Inc.