

AMERICAN EAGLE OUTFITTERS INC

Form 10-Q

August 23, 2012

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 10-Q**

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended July 28, 2012**

**OR**

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Commission File Number: 1-33338**

**American Eagle Outfitters, Inc.**

**(Exact name of registrant as specified in its charter)**

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<b>Delaware</b> (State or other jurisdiction of  incorporation or organization)	<b>No. 13-2721761</b> (I.R.S. Employer  Identification No.)
<b>77 Hot Metal Street, Pittsburgh, PA</b> (Address of principal executive offices)	<b>15203-2329</b> (Zip Code)
<b>Registrant's telephone number, including area code: (412) 432-3300</b>	

**Former name, former address and former fiscal year, if changed since last report: N/A**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES ☒ NO ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES ☒ NO ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer <input checked="" type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES ☐ NO ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 196,596,615 Common Shares were outstanding at August 20, 2012.

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<i>(In thousands, except per share amounts)</i>	July 28, 2012 (Unaudited)	January 28, 2012	July 30, 2011 (Unaudited)
<b>Assets</b>			
Current assets:			
Cash and cash equivalents	\$ 696,077	\$ 719,545	\$ 389,299
Short-term investments	5,995	25,499	124,697
Merchandise inventory	462,013	367,514	457,282
Assets held for sale	9,985	10,912	12,960
Accounts receivable	40,202	40,310	31,530
Prepaid expenses and other	76,584	74,947	90,788
Deferred income taxes	55,607	48,761	48,585
Total current assets	1,346,463	1,287,488	1,155,141
Property and equipment, at cost, net of accumulated depreciation	544,751	582,162	635,540
Intangible assets, at cost, net of accumulated amortization	38,682	39,832	40,295
Goodwill	11,445	11,469	11,668
Non-current deferred income taxes	22,477	13,467	2,460
Other assets	15,064	16,384	21,398