AMERICAN EAGLE OUTFITTERS INC
Form DEFA14A
April 24, 2019

**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 Under Rule 14a-12

**AMERICAN EAGLE OUTFITTERS, INC.**

**(Name of Registrant as Specified in its Charter)**

**N/A**

**(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)(1) and 0-11.

(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:

**AMERICAN EAGLE OUTFITTERS, INC.**

**Important Notice Regarding the Internet Availability of Proxy Materials for**

**the Annual Meeting of Stockholders to be held on June 6, 2019**

**Langham Place, New York,**

**400 Fifth Avenue, New York, New York**

**at 11:00 A.M. local time**

**This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.**

**The Proxy Statement and Annual Report to Stockholders are available at http://www.viewproxy.com/ae/2019/.**

**If you want to receive a paper or email copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before May 28, 2019 to facilitate timely delivery.**

**Important information regarding the Internet availability of the Company s proxy materials, instructions for accessing your proxy materials and voting online and instructions for requesting paper or e-mail copies of your proxy materials are provided on the reverse side of this Notice.**

**STOCKHOLDERS ARE CORDIALLY INVITED TO ATTEND THE ANNUAL MEETING AND VOTE IN PERSON.**

To the Stockholders of AMERICAN EAGLE OUTFITTERS, INC.:

**Notice is hereby given that the Annual Meeting of Stockholders of American Eagle Outfitters, Inc. will be held on June 6, 2019 at Langham Place, New York, located at 400 Fifth Avenue, New York, New York at 11:00 A.M. local time for the following purposes:**

1. Proposal One. Election of Class III Directors.

01 Deborah A. Henretta 02 Thomas R. Ketteler 03 Cary D. McMillan

2. Proposal Two. Ratify the appointment of Ernst & Young LLP as the Company s independent registered public accounting firm for the fiscal year ending February 1, 2020.

3. Proposal Three. Approve, on an advisory basis, the compensation of our named executive officers.

**IF NO DIRECTION IS GIVEN, THIS PROXY WILL BE VOTED FOR PROPOSALS 1, 2, AND 3.**

The Securities and Exchange Commission rules permit us to make our proxy materials available to our stockholders via the Internet.

**Material for this Annual Meeting and future meetings may be requested by one of the following methods:**

To view your proxy materials online, go to http://viewproxy.com/ae/2019/. Have the 11 digit control number available when you access the website and follow the instructions.

**877-777-2857 TOLL FREE**

requests@viewproxy.com

* If requesting material by e-mail, please send a blank e-mail with the company name and your 11 digit control number (located below) in the subject line. No other requests, instructions or other inquiries should be included with your e-mail requesting material.

**You must use the 11 digit control number located in the box below.**

**CONTROL NO.**

**AMERICAN EAGLE OUTFITTERS, INC.**

77 Hot Metal Street

Pittsburgh, PA 15203

The following proxy materials are available for you to review at: http://viewproxy.com/ae/2019/.

Fiscal 2018 Form 10-K

Proxy Statement

You may obtain directions to attend the Annual Meeting

by contacting Investor Relations at 412-432-3300.

**ACCESSING YOUR PROXY MATERIALS ONLINE**

Have this notice available when you request a paper copy of the proxy materials or to vote your proxy electronically.

You must reference your control number to vote by internet or request a hard copy.

**You May Vote Your Proxy When You View The Material On The Internet.**

**You Will Be Asked To Follow The Prompts To Vote Your Shares.**

Your electronic vote authorizes the named proxies to vote your shares in the same manner

as if you marked, signed, dated and returned the proxy card.

**Internet and telephone voting is available through 11:59 P.M. Eastern Daylight Time on June 5, 2019.**

**REQUESTING A PAPER COPY OF THE PROXY MATERIALS**

By telephone please call 1-**877-777-2857** toll free

or

By logging onto http://viewproxy.com/ae/2019/

or

By email at: requests@viewproxy.com

Please include the company name and your control number in the subject line.