

GAP INC  
Form 11-K  
June 29, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 11-K**

(Mark one)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the year ended December 31, 2009

OR

**TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-7562

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:  
**GapShare 401(k) Plan**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**The Gap, Inc.**

**Two Folsom Street**

**San Francisco, CA 94105**

**REQUIRED INFORMATION**

1. Report of Independent Registered Public Accounting Firm, Audited Statements of Net Assets Available for Benefits as of December 31, 2009 and 2008, Audited Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2009, Supplemental Schedule of Assets (Held at End of Year) as of December 31, 2009 and Supplemental Schedule of Reportable Transactions for the year ended December 31, 2009 are contained in Exhibit 99.1 to this Annual Report.

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2. Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm, is contained in Exhibit 99.2 to this Annual Report. The Exhibit Index is located on Page 3 hereof.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 29, 2010

GapShare 401(k) Plan

/s/ WILLIAM T. TOMPKINS

William T. Tompkins

Plan Administrator

Exhibit Index

- 99.1 Report of Independent Registered Public Accounting Firm, Statements of Net Assets Available for Benefits as of December 31, 2009 and 2008, Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2009, Schedule of Assets (Held at End of Year) as of December 31, 2009 and Schedule of Reportable Transactions for the year ended December 31, 2009.
- 99.2 Consent of Independent Registered Public Accounting Firm, Deloitte & Touche LLP.