

AMERICAN EAGLE OUTFITTERS INC

FORM 10-Q (Quarterly Report)

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

FORM 10-Q

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

For the quarterly period ended August 4, 2007

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)

Delaware
(State or other jurisdiction
of incorporation or organization)

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

No. 13-2721761
(I.R.S. Employer
Identification No.)

15203-2329
(Zip Code)

Registrant's telephone number, including area code: (412) 432-3300

**Former name, former address and former fiscal year, if changed since last report:
150 Thorn Hill Drive, Warrendale, PA 15086-7528
(724) 776-4857**

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 the filing requirements for at least the past 90 days. YES NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

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: 214,907,297
Common Shares were outstanding at August 31, 2007.

AMERICAN EAGLE OUTFITTERS, INC.
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PART I

ITEM 1. FINANCIAL STATEMENTS.

**AMERICAN EAGLE OUTFITTERS, INC.
CONSOLIDATED BALANCE SHEETS**

<i>(In thousands, except per share amounts)</i>	<u>August 4, 2007</u> <i>(Unaudited)</i>	<u>February 3, 2007</u>	<u>July 29, 2006</u> <i>(Unaudited)</i>
Assets			
Current assets:			
Cash and cash equivalents	\$ 123,717	\$ 59,737	\$ 331,358
Short-term investments	510,888	767,376	482,732
Merchandise inventory	321,263	263,644	267,392
Accounts and note receivable	29,783	26,045	13,290
Prepaid expenses and other	61,353	33,720	33,953
Deferred income taxes	44,194	51,886	40,507
Total current assets	<u>1,091,198</u>	<u>1,202,408</u>	<u>1,169,232</u>
Property and equipment, at cost, net of accumulated depreciation and amortization	552,218	481,645	404,390
Goodwill	9,950	9,950	9,950
Long-term investments	125,120	251,644	117,291
Non-current deferred income taxes	48,806	30,340	27,382
Other assets, net	20,223	15,651	11,858
Total assets	<u>\$1,847,515</u>	<u>\$1,991,638</u>	<u>\$1,740,103</u>
Liabilities and Stockholders' Equity			
Current liabilities:			
Accounts payable	\$ 146,431	\$ 171,150	\$ 175,934
Accrued compensation and payroll taxes	35,099	58,371	26,542
Accrued rent	56,259	57,543	49,954
Accrued income and other taxes	13,290	91,934	38,934
Unredeemed gift cards and gift certificates	30,093	54,554	25,371
Current portion of deferred lease credits	12,787	12,803	10,402
Other liabilities and accrued expenses	19,307	18,263	15,026
Total current liabilities	<u>313,266</u>	<u>464,618</u>	<u>342,163</u>
Non-current liabilities:			
Deferred lease credits	64,472	65,114	60,036
Non-current accrued income taxes	52,514	—	—
Other non-current liabilities	42,425	44,594	44,516
Total non-current liabilities	<u>159,411</u>	<u>109,708</u>	<u>104,552</u>
Commitments and contingencies	—	—	—
Stockholders' equity:			
Preferred stock, \$0.01 par value; 5,000 shares authorized; none issued and outstanding	—	—	—
Common stock, \$0.01 par value; 600,000 shares authorized; 248,777, 248,155 and 246,275 shares issued, respectively; 216,573, 221,284 and 224,092 shares outstanding, respectively	2,481	2,461	2,445
Contributed capital	479,450	453,418	403,007
Accumulated other comprehensive income	29,381	21,714	25,054
Retained earnings	1,405,414	1,302,345	1,087,012
Treasury stock, 31,499, 25,699 and 20,977 shares, respectively	(541,888)	(362,626)	(224,130)
Total stockholders' equity	<u>1,374,838</u>	<u>1,417,312</u>	<u>1,293,388</u>
Total liabilities and stockholders' equity	<u>\$1,847,515</u>	<u>\$1,991,638</u>	<u>\$1,740,103</u>

See Notes to Consolidated Financial Statements

AMERICAN EAGLE OUTFITTERS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS AND RETAINED EARNINGS
(Unaudited)

	<u>13 Weeks Ended</u>		<u>26 Weeks Ended</u>	
	<u>August 4, 2007</u>	<u>July 29, 2006</u>	<u>August 4, 2007</u>	<u>July 29, 2006</u>
<i>(In thousands, except per share amounts)</i>				
Net sales	\$ 703,189	\$ 602,326	\$1,315,575	\$1,124,754
Cost of sales, including certain buying, occupancy and warehousing expenses (exclusive of depreciation shown separately below)	386,742	327,065	700,669	595,124
Gross profit	316,447	275,261	614,906	529,630
Selling, general and administrative expenses	166,386	142,772	323,375	277,441
Depreciation and amortization expense	27,375	23,237	52,857	44,671
Operating income	122,686	109,252	238,674	207,518
Other income, net	8,766	8,969	20,067	17,065
Income before income taxes	131,452	118,221	258,741	224,583
Provision for income taxes	50,108	46,122	98,627	88,328
Net income	<u>\$ 81,344</u>	<u>\$ 72,099</u>	<u>\$ 160,114</u>	<u>\$ 136,255</u>
Basic income per common share	\$ 0.37	\$ 0.32	\$ 0.73	\$ 0.61
Diluted income per common share	\$ 0.37	\$ 0.31	\$ 0.71	\$ 0.60
Cash dividends per common share	\$ 0.10	\$ 0.08	\$ 0.18	\$ 0.13
Weighted average common shares outstanding - basic	217,790	223,805	219,409	223,260
Weighted average common shares outstanding - diluted	222,044	229,211	223,943	228,610
Retained earnings, beginning (for the 26 weeks ended August 4, 2007, refer to Note 6 for information regarding the adoption of FIN 48)	\$1,350,400	\$1,031,796	\$1,289,041	\$ 978,855
Net Income	81,344	72,099	160,114	136,255
Cash dividends	(21,702)	(16,883)	(38,222)	(28,098)
Reissuance of treasury stock	(4,628)	—	(5,519)	—
Retained earnings, ending	<u>\$1,405,414</u>	<u>\$1,087,012</u>	<u>\$1,405,414</u>	<u>\$1,087,012</u>

See Notes to Consolidated Financial Statements

AMERICAN EAGLE OUTFITTERS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	26 Weeks Ended	
	August 4, 2007	July 29, 2006
<i>(In thousands)</i>		
Operating activities:		
Net income	\$ 160,114	\$ 136,255
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	52,857	44,671
Share-based compensation	19,686	16,196
Deferred income taxes	(18,976)	(7,554)
Tax benefit from share-based payments	6,916	7,738
Excess tax benefit from share-based payments	(5,754)	(5,862)
Loss on impairment of assets	—	150
Proceeds from sale of trading securities	—	183,968
Changes in assets and liabilities:		
Merchandise inventory	(55,137)	(56,444)
Accounts and note receivable	(3,937)	12,161
Prepaid expenses and other	(27,337)	(3,656)
Other assets, net	(3,125)	(1,208)
Accounts payable	(26,216)	36,557
Unredeemed gift cards and gift certificates	(24,817)	(17,713)
Deferred lease credits	(1,127)	758
Accrued liabilities	(58,648)	(18,452)
Total adjustments	<u>(145,615)</u>	<u>191,310</u>
Net cash provided by operating activities	14,499	327,565
Investing activities:		
Capital expenditures	(120,322)	(103,149)
Proceeds from sale of assets	—	12,345
Purchase of investments	(435,546)	(211,476)
Sale of investments	822,547	194,450
Other investing activities	(820)	—
Net cash provided by (used for) investing activities	265,859	(107,830)
Financing activities:		
Payments on capital leases	(846)	(470)
Repurchase of common stock as part of publicly announced programs	(184,761)	—
Repurchase of common stock from employees	(12,249)	(7,617)
Net proceeds from stock options exercised	11,691	10,263
Excess tax benefit from share-based payments	5,754	5,862
Cash dividends paid	(38,222)	(28,098)
Net cash used for financing activities	(218,633)	(20,060)
Effect of exchange rates on cash	2,255	1,154
Net increase in cash and cash equivalents	63,980	200,829
Cash and cash equivalents - beginning of period	59,737	130,529
Cash and cash equivalents - end of period	<u>\$ 123,717</u>	<u>\$ 331,358</u>
Supplemental disclosure of cash flow information:		
Cash paid during the period for income taxes	\$ 164,446	\$ 99,615
Supplemental disclosure of non-cash transactions:		
Transfer of investment securities from available-for-sale to trading classification	—	\$ 180,787

AMERICAN EAGLE OUTFITTERS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Interim Financial Statements

The accompanying Consolidated Financial Statements of American Eagle Outfitters, Inc. (the “Company”) at August 4, 2007 and July 29, 2006 and for the 13 and 26 week periods ended August 4, 2007 (the “current period”) and July 29, 2006 (the “prior period”) have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. Certain notes and other information have been condensed or omitted from the interim Consolidated Financial Statements presented in this Quarterly Report on Form 10-Q. Therefore, these Consolidated Financial Statements should be read in conjunction with the Company’s Fiscal 2006 Annual Report on Form 10-K. In the opinion of our management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included.

As used in this report, all references to “we,” “our,” and the “Company” refer to American Eagle Outfitters, Inc. and its wholly-owned subsidiaries. “American Eagle Outfitters,” “American Eagle,” “AE,” and the “AE Brand” refer to our U.S. and Canadian American Eagle Outfitters stores, including the aerie sub-brand and ae.com. “MARTIN + OSA” refers to our sportswear concept launched during Fiscal 2006.

The Company’s business is affected by the pattern of seasonality common to most retail apparel businesses. The results for the current and prior periods are not necessarily indicative of future financial results.

2. Summary of Significant Accounting Policies

Principles of Consolidation

The Consolidated Financial Statements include the accounts of the Company and its wholly-owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation.

Fiscal Year

The Company’s financial year is a 52/53 week year that ends on the Saturday nearest to January 31. As used herein, “Fiscal 2009,” “Fiscal 2008” and “Fiscal 2007” refer to the 52 week periods ending January 30, 2010, January 31, 2009 and February 2, 2008, respectively. “Fiscal 2006” refers to the 53 week period ended February 3, 2007. “Fiscal 2005” refers to the 52 week period ended January 28, 2006.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of our contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. On an ongoing basis, our management reviews its estimates based on currently available information. Changes in facts and circumstances may result in revised estimates.

Foreign Currency Translation

The Canadian dollar is the functional currency for the Canadian business. In accordance with Statement of Financial Accounting Standards (“SFAS”) No. 52, *Foreign Currency Translation*, assets and liabilities denominated in foreign currencies were translated into U.S. dollars (the reporting currency) at the exchange rate prevailing at the balance sheet date. Revenues and expenses denominated in foreign currencies were translated into U.S. dollars at the monthly average exchange rate for the period. Gains or losses resulting from foreign currency transactions are included in the results of operations, whereas, related translation adjustments are reported as an element of other comprehensive income in accordance with SFAS No. 130, *Reporting Comprehensive Income* (see Note 5 of the Consolidated Financial Statements).

Recent Accounting Pronouncements

In February 2007, the Financial Accounting Standards Board (the “FASB”) issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* (“SFAS No. 159”). SFAS No. 159 provides companies with an option to report selected financial assets and liabilities at fair value. The statement also establishes presentation and disclosure requirements to facilitate comparisons between companies that choose different measurement attributes for similar assets and liabilities. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007 and the Company will adopt SFAS No. 159 in connection with the adoption of SFAS No. 157, *Fair Value Measurements* (“SFAS No. 157”), in the first quarter of Fiscal 2008. The Company does not believe that the adoption of SFAS No. 159 will have a material impact on its Consolidated Financial Statements.

In September 2006, the FASB issued SFAS No. 157. SFAS No. 157 addresses how companies should measure fair value when they are required to use fair value as a measure for recognition or disclosure purposes under generally accepted accounting principles. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007 and the Company will adopt SFAS No. 157 beginning in the first quarter of Fiscal 2008. The Company does not believe that the adoption of SFAS No. 157 will have a material impact on its Consolidated Financial Statements.

Revenue Recognition

Revenue is recorded for store sales upon the purchase of merchandise by customers. The Company’s e-commerce operation records revenue upon the estimated customer receipt date of the merchandise. Shipping and handling revenues are included in net sales. Sales tax collected from customers is excluded from revenue and is included as part of accrued income and other taxes on the Company’s Consolidated Balance Sheets.

Revenue is recorded net of estimated and actual sales returns and deductions for coupon redemptions and other promotions. The Company records the impact of adjustments to its sales return reserve quarterly within net sales and cost of sales. The sales return reserve reflects an estimate of sales returns based on projected merchandise returns determined through the use of historical average return percentages.

Revenue is not recorded on the purchase of gift cards. A current liability is recorded upon purchase and revenue is recognized when the gift card is redeemed for merchandise. Additionally, the Company recognizes revenue on unredeemed gift cards based on an estimate of the amounts that will not be redeemed (“gift card breakage”), determined through historical redemption trends. Gift card breakage revenue is recognized in proportion to actual gift card redemptions as a component of net sales. For further information on a change in the Company’s gift card program, see the Gift Cards caption below.

During the 13 weeks ended October 28, 2006, the Company reclassified sell-offs of end-of-season, overstock and irregular merchandise and presented the amounts on a gross basis, with proceeds and cost of sell-offs recorded in net sales and cost of sales, respectively. Prior to this, the Company presented the proceeds and cost of sell-offs on a net basis within cost of sales. For the 13 weeks and 26 weeks ended August 4, 2007, the Company recorded \$2.9 million and \$13.7 million of proceeds and \$2.8 million and \$14.7 million of cost of sell-offs in net sales and cost of sales, respectively. Proceeds of \$10.4 million and costs of \$13.3 million for the 13 and 26 weeks ended July 29, 2006 were not reclassified to reflect this change as the amounts were determined to be immaterial.

Cost of Sales, Including Certain Buying, Occupancy and Warehousing Expenses

Cost of sales consists of merchandise costs, including design, sourcing, importing and inbound freight costs, as well as markdowns, shrinkage and certain promotional costs. Buying, occupancy and warehousing costs consist of: compensation, employee benefit expenses and travel for our buyers and certain senior merchandising executives; rent and utilities related to our stores, corporate headquarters, distribution centers and other office space; freight from our distribution centers to the stores; compensation and supplies for our distribution centers, including purchasing, receiving and inspection costs; and shipping and handling costs related to our e-commerce operation.

Selling, General and Administrative Expenses

Selling, general and administrative expenses consist of compensation and employee benefit expenses, including salaries, incentives and related benefits associated with our stores and corporate headquarters. Selling, general and administrative expenses also include advertising costs, supplies for our stores and home office, communication costs, travel and entertainment, leasing costs and services purchased. Selling, general and administrative expenses do not include compensation, employee benefit expenses and travel for our design, sourcing and importing teams, our buyers and our distribution centers as these amounts are recorded in cost of sales.

When the Company closes, remodels or relocates a store prior to the end of its lease term, the remaining net book value of the assets related to the store is recorded as a write-off of assets. Prior to February 3, 2007, the Company recorded this write-off of assets within selling, general and administrative expenses. However, the Company has determined that classification within depreciation and amortization expense is more appropriate. Accordingly, the Company recorded \$2.1 million and \$5.0 million related to asset write-offs within depreciation and amortization expense for the 13 weeks and 26 weeks ended August 4, 2007, respectively. Amounts of \$1.5 million and \$3.7 million for the 13 weeks and 26 weeks ended July 29, 2006, respectively, have been reclassified for comparative purposes.

Other Income, Net

Other income, net consists primarily of interest income as well as interest expense and foreign currency transaction gain/loss. As of July 8, 2007, the Company discontinued assessing a service fee on inactive gift cards. Prior to July 8, 2007, the Company recorded gift card service fee income in other income, net. For the 13 weeks and 26 weeks ended August 4, 2007, the Company recorded gift card service fee income of \$0.2 million and \$0.8 million, respectively. For the 13 weeks and 26 weeks ended July 29, 2006, the Company recorded gift card service fee of \$0.5 million and \$1.1 million, respectively.

Gift Cards

The value of a gift card is recorded as a current liability upon purchase and revenue is recognized when the gift card is redeemed for merchandise. Prior to July 8, 2007, if a gift card remained inactive for greater than 24 months, the Company assessed the recipient a one-dollar per month service fee, where allowed by law, which was automatically deducted from the remaining value of the card. For those jurisdictions where assessing a service fee was not allowable by law, the estimated breakage was recorded in a manner consistent with that described above, starting after 24 months of inactivity. Both gift card service fees and breakage estimates were recorded within other income, net.

On July 8, 2007, the Company discontinued assessing a service fee on inactive gift cards. As a result, the Company estimates gift card breakage and recognizes revenue in proportion to actual gift card redemptions as a component of net sales. The Company determines an estimated gift card breakage rate by continuously evaluating historical redemption data and the time when there is a remote likelihood that a gift card will be redeemed. The Company recorded \$4.8 million of revenue related to gift card breakage during the 13 weeks ended August 4, 2007. This amount included cumulative breakage revenue related to gift cards issued since the Company introduced its gift card program.

Cash and Cash Equivalents, Short-term Investments and Long-term Investments

Cash includes cash equivalents. The Company considers all highly liquid investments purchased with a maturity of 13 weeks or less to be cash equivalents.

As of August 4, 2007, short-term investments generally included investments with remaining maturities of less than 12 months (averaging approximately two months), consisting primarily of tax-exempt municipal bonds, taxable agency bonds and corporate notes classified as available-for-sale. Additionally, short-term investments include variable rate demand notes ("VRDNs") and auction rate securities classified as available-for-sale, which have long-term contractual maturities but feature variable interest rates that reset at short-term intervals.

As of August 4, 2007, long-term investments included investments with remaining maturities of greater than 12 months, but not exceeding five years (averaging approximately 30 months) and consisted primarily of agency bonds classified as available-for-sale.

Unrealized gains and losses on the Company's available-for-sale securities are excluded from earnings and are reported as a separate component of stockholders' equity, within accumulated other comprehensive income, until realized. When available-for-sale securities are sold, the cost of the securities is specifically identified and is used to determine any realized gain or loss. Proceeds from the sale of available-for-sale securities were \$822.5 million and \$194.5 million for the 26 weeks ended August 4, 2007 and July 29, 2006, respectively. These proceeds are offset against purchases of \$435.5 million and \$211.5 million for the 26 weeks ended August 4, 2007 and July 29, 2006, respectively. For the 13 weeks and 26 weeks ended August 4, 2007, realized losses related to available-for-sale securities of \$0.2 million and \$0.4 million, respectively, were included in other income, net. For the 13 weeks and 26 weeks ended July 29, 2006, realized losses related to available-for-sale securities of \$0.5 million were included in other income, net.

During the 13 weeks ended April 29, 2006, the Company transferred certain investment securities from available-for-sale classification to trading classification (the “trading securities”). As a result of this transfer, during the 13 weeks ended April 29, 2006, a reclassification adjustment of \$(0.3) million was recorded in other comprehensive income related to the gain realized in net income at the time of transfer. As a result of trading classification, the Company realized \$3.5 million of capital gains, which were recorded in other income, net during the 26 weeks ended July 29, 2006. The trading securities were sold during the 13 weeks ended July 29, 2006, at which time the Company received proceeds of \$184.0 million. As of August 4, 2007, the Company had no investments classified as trading securities.

The following table summarizes the fair market value of our cash and marketable securities, which are recorded as cash and cash equivalents on the Consolidated Balance Sheets, our short-term investments and our long-term investments:

<i>(In thousands)</i>	August 4, 2007	February 3, 2007	July 29, 2006
Cash and cash equivalents:			
Cash and money market investments	\$ 91,010	\$ 59,079	\$ 95,550
Tax exempt and advantaged investments	31,779	—	2,700
Taxable investments	928	658	233,108
Total cash and cash equivalents	<u>123,717</u>	<u>59,737</u>	<u>331,358</u>
Short-term investments:			
Tax exempt and advantaged investments	356,579	659,906	423,953
Taxable investments	<u>154,309</u>	<u>107,470</u>	<u>58,779</u>
Total short-term investments	<u>510,888</u>	<u>767,376</u>	<u>482,732</u>
Long-term investments:			
Tax exempt and advantaged investments	—	7,477	—
Taxable investments	<u>125,120</u>	<u>244,167</u>	<u>117,291</u>
Total long-term investments	<u>125,120</u>	<u>251,644</u>	<u>117,291</u>
Total	<u>\$759,725</u>	<u>\$1,078,757</u>	<u>\$931,381</u>

Merchandise Inventory

Merchandise inventory is valued at the lower of average cost or market, utilizing the retail method. Average cost includes merchandise design and sourcing costs and related expenses. The Company records merchandise receipts at the time merchandise is delivered to the foreign shipping port by the manufacturer (FOB port). This is the point at which title and risk of loss transfer to the Company.

The Company reviews its inventory levels in order to identify slow-moving merchandise and generally uses markdowns to clear merchandise. Additionally, the Company estimates a markdown reserve for future planned markdowns related to current inventory. Markdowns may occur when inventory exceeds customer demand for reasons of style, seasonal adaptation, changes in customer preference, lack of consumer acceptance of fashion items, competition, or if it is determined that the inventory in stock will not sell at its currently ticketed price. Such markdowns may have a material adverse impact on earnings, depending on the extent and amount of inventory affected. The Company also estimates a shrinkage reserve for the period between the last physical count and the balance sheet date. The estimate for the shrinkage reserve can be affected by changes in merchandise mix and changes in actual shrinkage trends.

Income Taxes

The Company calculates income taxes in accordance with SFAS No. 109, *Accounting for Income Taxes*. Effective February 4, 2007, the Company adopted FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes — An Interpretation of FASB Statement No. 109* (“FIN 48”). FIN 48 prescribes a comprehensive model for recognizing, measuring, presenting and disclosing in the financial statements tax positions taken or expected to be taken on a tax return, including a decision whether to file or not to file in a particular jurisdiction. Under FIN 48, a tax benefit from an uncertain position may be recognized only if it is “more likely than not” that the position is sustainable based on its technical merits. See Note 6 of the Consolidated Financial Statements for further discussion of the adoption of FIN 48.

Property and Equipment

Property and equipment is recorded on the basis of cost with depreciation computed utilizing the straight-line method over the assets' estimated useful lives. The useful lives of our major classes of assets are as follows:

Buildings	25 years
Leasehold Improvements	Lesser of 5 to 10 years or the term of the lease
Fixtures and equipment	3 to 5 years

In accordance with SFAS No. 144, *Accounting for the Impairment or Disposal of Long Lived Assets* ("SFAS No. 144"), our management evaluates the ongoing value of leasehold improvements and store fixtures associated with retail stores, which have been open longer than one year. Impairment losses are recorded on long-lived assets used in operations when events and circumstances indicate that the assets might be impaired and the undiscounted cash flows estimated to be generated by those assets are less than the carrying amounts of the assets. When events such as these occur, the impaired assets are adjusted to their estimated fair value and an impairment loss is recorded in selling, general and administrative expenses. No impairment losses were recognized during the 13 weeks or 26 weeks ended August 4, 2007 or during the 13 weeks ended July 29, 2006. The Company recognized impairment losses of \$0.2 million during the 26 weeks ended July 29, 2006.

Goodwill

As of August 4, 2007, the Company had approximately \$10.0 million of goodwill, which is primarily related to the acquisition of its importing operations on January 31, 2000. In accordance with SFAS No. 142, *Goodwill and Other Intangible Assets*, our management evaluates goodwill for possible impairment on at least an annual basis.

Deferred Lease Credits

Deferred lease credits represent the unamortized portion of construction allowances received from landlords related to the Company's retail stores. Construction allowances are generally comprised of cash amounts received by the Company from its landlords as part of the negotiated lease terms. The Company records a receivable and a deferred lease credit liability at the lease commencement date (date of initial possession of the store). The deferred lease credit is amortized on a straight-line basis as a reduction of rent expense over the term of the lease (including the pre-opening build-out period) and the receivable is reduced as amounts are received from the landlord.

Customer Loyalty Program

The Company offers its AE Brand customers a loyalty program, the AE All-Access Pass (the "Pass"). Using the Pass, customers accumulate points based on purchase activity and earn rewards by reaching certain point thresholds during three-month earning periods. Rewards earned during these periods are valid through the stated expiration date, which is approximately one-month from the mailing date of the reward certificate to the customer. These rewards can be redeemed for a discount on a purchase of AE merchandise. Rewards not redeemed during the one-month redemption period are forfeited. A current liability is recorded for the estimated cost of anticipated redemptions and the impact of adjustments to the liability is recorded in cost of sales.

Stock Repurchases

On March 6, 2007 and then, additionally, on May 22, 2007, the Company's Board of Directors (the "Board") authorized a total of 30.0 million shares of its common stock to be repurchased under the Company's share repurchase program through the end of Fiscal 2009. During the 26 weeks ended August 4, 2007, the Company repurchased 6.5 million shares of its common stock for approximately \$184.8 million, at a weighted average share price of \$28.41. As of August 4, 2007, the Company had 23.5 million shares available for repurchase. These shares may be repurchased at the Company's discretion. See Note 8 of the Consolidated Financial Statements for information on a subsequent event related to the Company's stock repurchase program.

During each of the 26 week periods ended August 4, 2007 and July 29, 2006, the Company repurchased approximately 0.4 million shares from certain employees at market prices totaling approximately \$12.2 million and \$7.6 million, respectively. These shares were repurchased for the payment of taxes in connection with the vesting of share-based compensation, as permitted under the 2005 Stock Award (the "2005 Plan") and Incentive Plan and the 1999 Stock Incentive Plan (the "1999 Plan").

All of the aforementioned share repurchases have been recorded as treasury stock.

Stock Split

On November 13, 2006, the Board approved a three-for-two stock split. This stock split was distributed on December 18, 2006, to stockholders of record on November 24, 2006. All share amounts and per share data presented herein have been restated to reflect this stock split.

Earnings Per Share

The following table shows the amounts used in computing earnings per share.

	13 Weeks Ended		26 Weeks Ended	
	August 4, 2007	July 29, 2006	August 4, 2007	July 29, 2006
(In thousands)				
Net income	\$ 81,344	\$ 72,099	\$160,114	\$136,255
Weighted average common shares outstanding:				
Basic shares	217,790	223,805	219,409	223,260
Dilutive effect of stock options and non-vested restricted stock	4,254	5,406	4,534	5,350
Diluted shares	<u>222,044</u>	<u>229,211</u>	<u>223,943</u>	<u>228,610</u>

Equity awards to purchase approximately 2.8 million shares of common stock during the 13 weeks and 26 weeks ended August 4, 2007 and approximately 2.8 million and 3.0 million shares of common stock during the 13 weeks and 26 weeks ended July 29, 2006, respectively, were outstanding, but were not included in the computation of weighted average diluted common share amounts as the effect of doing so would have been anti-dilutive. Additionally, for the 13 weeks and 26 weeks ended August 4, 2007, approximately 0.6 million shares of performance-based restricted stock were not included in the computation of weighted average diluted common share amounts because the number of shares ultimately issued is contingent on the Company's performance compared to pre-established annual EPS performance goals. For the 13 weeks and 26 weeks ended July 29, 2007, approximately 1.1 million shares of performance-based restricted stock were not included in the computation of weighted average diluted common share amounts.

Segment Information

In accordance with SFAS No. 131, *Disclosures about Segments of an Enterprise and Related Information* ("SFAS No. 131"), the Company has identified four operating segments (American Eagle U.S. retail stores, American Eagle Canadian retail stores, ae.com and MARTIN + OSA) that reflect the basis used internally to review performance and allocate resources. Three of the operating segments (American Eagle U.S. retail stores, American Eagle Canadian retail stores and ae.com, collectively the "AE brand") have been aggregated and are presented as one reportable segment, as permitted by SFAS No. 131, based on their similar economic characteristics, products, production processes, target customers and distribution methods. Our intimates sub-brand, aerie by American Eagle, was not identified as a separate operating segment under SFAS No. 131 as it is reviewed and operated as a component of the operating segments comprising the AE brand. At the end of the current period, MARTIN + OSA was determined to be immaterial for segment reporting purposes. Therefore, the Company has combined MARTIN + OSA with the AE Brand operating segment as one reportable segment. The Company will continue to monitor the materiality of MARTIN + OSA and will present it as a separate reportable segment at the time it becomes material to the Consolidated Financial Statements.

Reclassification

Certain reclassifications have been made to the Consolidated Financial Statements for prior periods in order to conform to the current period presentation.

3. Share-Based Compensation

The Company accounts for share-based compensation under the provisions of SFAS No. 123 (revised 2004), *Share-Based Payment* ("SFAS No. 123(R)"), which requires companies to measure and recognize compensation expense for all share-based compensation at fair value. In accordance with the provisions of SFAS No. 123(R), the Company recognizes

compensation expense for stock option awards and time-based restricted stock awards on a straight-line basis over the requisite service period of the award (or to an employee's eligible retirement date, if earlier). Performance-based restricted stock awards are recognized as compensation expense based on the fair value of the Company's common stock on the date of grant, the number of shares ultimately expected to vest and the vesting period.

Total share-based compensation expense included in the Consolidated Statements of Operations for the 13 weeks and 26 weeks ended August 4, 2007 was \$7.2 million (\$4.4 million, net of tax) and \$19.7 million (\$12.1 million, net of tax), respectively, and for the 13 weeks and 26 weeks ended July 29, 2006, was \$7.7 million (\$4.8 million, net of tax) and \$16.1 million (\$10.0 million, net of tax), respectively.

Stock Option Grants

A summary of the Company's stock option activity for the 26 weeks ended August 4, 2007 follows:

	26 Weeks Ended August 4, 2007 (1)			
	Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding - February 3, 2007	12,209,342	\$ 11.24		
Granted	2,356,973	\$ 29.80		
Exercised (2)	(1,096,438)	\$ 10.09		
Cancelled	(305,048)	\$ 21.51		
Outstanding - August 4, 2007	<u>13,164,829</u>	<u>\$ 14.42</u>	<u>5.2</u>	<u>\$ 137,260</u>
Vested and expected to vest - August 4, 2007	<u>12,769,126</u>	<u>\$ 14.23</u>	<u>5.1</u>	<u>\$ 135,353</u>
Exercisable - August 4, 2007	8,077,062	\$ 8.66	4.4	\$ 119,861

(1) As of August 4, 2007, the Company had approximately 7.4 million shares available for stock option grants.

(2) Options exercised during the 26 weeks ended August 4, 2007 had exercise prices ranging from \$0.62 to \$20.77.

The weighted-average grant date fair value of stock options granted during the 26 weeks ended August 4, 2007 was \$10.68, and the weighted-average grant date fair value of stock options granted during the 26 weeks ended July 29, 2006 was \$6.49. The aggregate intrinsic value of options exercised during the 26 weeks ended August 4, 2007 was \$20.8 million. The aggregate intrinsic value of options exercised during the 26 weeks ended July 29, 2006 was \$21.5 million.

Cash received from the exercise of stock options was \$11.7 million for the 26 weeks ended August 4, 2007 and \$10.3 million for the 26 weeks ended July 29, 2006. The actual tax benefit realized from stock option exercises totaled \$6.9 million for the 26 weeks ended August 4, 2007 and \$7.7 million for the 26 weeks ended July 29, 2006.

The fair value of stock options was estimated at the date of grant using a Black-Scholes option pricing model with the following weighted-average assumptions:

Black-Scholes Option Valuation Assumptions	26 Weeks Ended	
	August 4, 2007	July 29, 2006
Risk-free interest rates (1)	4.5%	4.9%
Dividend yield	0.9%	1.0%
Volatility factors of the expected market price of the Company's common stock (2)	39.2%	41.3%
Weighted-average expected term (3)	4.4 years	4.5 years
Expected forfeiture rate (4)	8.0%	8.0%

(1) Based on the U.S. Treasury yield curve in effect at the time of grant with a term consistent with the expected life of our stock options.

- (2) Based on a combination of historical volatility of the Company's common stock and implied volatility.
- (3) Represents the period of time options are expected to be outstanding. The weighted average expected option term was determined using a combination of the "simplified method" for plain vanilla options as allowed by Staff Accounting Bulletin No. 107, *Share-Based Payments* ("SAB No. 107"), and past behavior. The "simplified method" calculates the expected term as the average of the vesting term and original contractual term of the options.
- (4) Based upon historical experience.

As of August 4, 2007, there was \$27.4 million of unrecognized compensation expense related to nonvested stock option awards that is expected to be recognized over a weighted average period of 2.2 years.

Restricted Stock Grants

The Company grants both time-based and performance-based restricted stock awards under its 2005 Plan. The time-based restricted stock awards vest over three years and performance-based restricted stock awards are earned if certain pre-established goals are met. The grant date fair value of the restricted stock awards are based on the closing market price of the Company's common stock on the date of grant. A summary of the Company's restricted stock activity is presented in the following tables.

	26 Weeks Ended August 4, 2007	
	Shares	Weighted- Average Grant Date Fair Value
Time-Based Restricted Stock		
Nonvested - February 3, 2007 (1)	138,000	\$ 16.63
Granted	—	—
Vested	(60,000)	\$ 12.12
Cancelled	—	—
Nonvested - August 4, 2007	78,000	\$ 20.10

- (1) Nonvested time-based restricted stock at February 3, 2007 includes 45,000 shares issued under the 1999 Plan. Under the 1999 Plan, awards were valued using the average of the high and low market price of the Company's common stock on the date of grant.

	26 Weeks Ended August 4, 2007	
	Shares	Weighted- Average Grant Date Fair Value
Performance-Based Restricted Stock		
Nonvested - February 3, 2007	1,034,075	\$ 17.93
Granted	662,550	\$ 29.71
Vested	(1,029,575)	\$ 17.93
Cancelled	(40,589)	\$ 27.86
Nonvested - August 4, 2007	626,461	\$ 29.75

As of August 4, 2007, there was \$14.1 million of unrecognized compensation expense related to nonvested restricted stock awards that is expected to be recognized over a weighted average period of 8 months.

4. Property and Equipment

Property and equipment consists of the following:

<i>(In thousands)</i>	August 4, 2007	February 3, 2007	July 29, 2006
Property and equipment, at cost	\$ 965,085	\$ 857,690	\$ 752,028
Less: Accumulated depreciation and amortization	(412,867)	(376,045)	(347,638)
Net property and equipment	<u>\$ 552,218</u>	<u>\$ 481,645</u>	<u>\$ 404,390</u>

5. Comprehensive Income

Comprehensive income is comprised of the following:

<i>(In thousands)</i>	13 Weeks Ended		26 Weeks Ended	
	August 4,	July 29,	August 4,	July 29,
	2007	2006	2007	2006
Net Income	\$81,344	\$72,099	\$160,114	\$136,255
Other comprehensive income (loss):				
Unrealized (loss) gain on investments, net of tax	(420)	239	(238)	(49)
Reclassification adjustment for loss realized in net income related to the sale of available-for-sale securities, net of tax	129	298	261	298
Reclassification adjustment for gain realized in net income related to the transfer of investment securities from available-for-sale classification to trading classification, net of tax	—	—	—	(177)
Foreign currency translation adjustment	3,141	(1,167)	7,644	2,076
Reclassification adjustment for loss realized in net income related to the disposition of National Logistics Services	—	—	—	878
Other comprehensive income (loss):	2,850	(630)	7,667	3,026
Total comprehensive income	<u>\$84,194</u>	<u>\$71,469</u>	<u>\$167,781</u>	<u>\$139,281</u>

6. Income Taxes

For the 13 weeks and 26 weeks ended August 4, 2007, the effective tax rate used for the provision of income tax approximated 38.1%. For the 13 weeks and 26 weeks ended July 29, 2006, the effective tax rate used for the provision of income tax approximated 39.0% and 39.3%, respectively. The lower effective tax rate during Fiscal 2007 is primarily due to an increase in tax exempt interest income and the additional tax liability recorded during the 26 weeks ended July 29, 2006 related to the repatriation of unremitted Canadian earnings.

Effective February 4, 2007, the Company adopted FIN 48, which prescribes a comprehensive model for recognizing, measuring, presenting and disclosing in the financial statements tax positions taken or expected to be taken on a tax return, including a decision whether to file or not to file in a particular jurisdiction. Under FIN 48, a tax benefit from an uncertain position may be recognized only if it is “more likely than not” that the position is sustainable based on its technical merits.

As a result of adopting FIN 48, the Company recorded a net liability of approximately \$13.3 million for unrecognized tax benefits, which was accounted for as a reduction to the beginning balance of retained earnings as of February 4, 2007. As of February 4, 2007, the gross amount of unrecognized tax benefits was \$39.3 million, of which \$27.6 million would affect the effective tax rate if recognized. The gross amount of unrecognized tax benefits as of August 4, 2007 was \$46.2 million, of which \$32.9 million would affect the effective tax rate if recognized. The Company does not believe that its unrecognized tax benefits will significantly change within the next twelve months.

The Company records accrued interest and penalties related to unrecognized tax benefits in income tax expense. The Company had approximately \$8.8 million in interest and penalties related to unrecognized tax benefits accrued as of February 4, 2007. The amount of accrued interest and penalties related to unrecognized tax benefits as of August 4, 2007 was \$10.2 million.

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. The Company is no longer subject to U.S. federal income tax examinations by tax authorities for tax years prior to July 2003. The examination of the Company’s U.S. federal income tax returns for tax years ended July 2003 to July 2005 is anticipated to be substantially completed by the end of 2007. The Company does not anticipate that any adjustments will result in a material change to its financial position. With respect to state and local jurisdictions and countries outside of the United States, with limited exceptions, generally, the Company and its subsidiaries are no longer subject to income tax audits for tax years before 2001. Although the outcome of tax audits is always uncertain, the Company believes that adequate amounts of tax, interest and penalties have been provided for any adjustments that are expected to result from these years.

In December 2004, the FASB issued Staff Position No. FAS 109-2, *Accounting and Disclosure Guidance for the Foreign Earnings Repatriation Provision within the American Jobs Creation Act of 2004* (“FSP No. 109-2”). FSP No. 109-2 provides guidance to companies to determine how the American Jobs Creation Act of 2004 (the “Act”) affects a company’s accounting for the deferred tax liabilities on unremitted foreign earnings. The Act provided for a special one-time deduction of 85% of certain foreign earnings that are repatriated and that meet certain requirements. During Fiscal 2006, the Company repatriated \$83.4 million as extraordinary dividends from its Canadian subsidiaries. In anticipation of the repatriation, the Company had recorded \$0.6 million of income tax expense related to this repatriation during the 26 weeks ended July 29, 2006, in addition to the \$3.8 million income tax liability that had been previously recorded in Fiscal 2005.

The decision to take advantage of the special one-time deduction under the Act is a discrete event, and it has not changed the Company’s intention to indefinitely reinvest accumulated earnings from its Canadian operations to the extent not repatriated under the Act. Accordingly, no provision has been made for income taxes that would be payable upon the distributions of such earnings.

7. Legal Proceedings

The Company is subject to certain legal proceedings and claims arising out of the conduct of its business. In accordance with SFAS No. 5, *Accounting for Contingencies*, our management records a reserve for estimated losses when the loss is probable and the amount can be reasonably estimated. If a range of possible loss exists, the Company records the accrual at the low end of the range, in accordance with FASB Interpretation No. 14, *Reasonable Estimation of the Amount of a Loss-an interpretation of FASB Statement No. 5*. As the Company believes that it has provided adequate reserves, it anticipates that the ultimate outcome of any matter currently pending against the Company will not materially affect the consolidated financial position or results of operations of the Company.

8. Subsequent Events

Subsequent to the second quarter of Fiscal 2007, the Company repurchased 2.4 million shares of its common stock under the March 6, 2007 and May 22, 2007 repurchase authorizations. The shares were repurchased for approximately \$58.5 million, at a weighted average share price of \$24.34. As of September 4, 2007, the Company had 21.1 million shares available for repurchase under the May 22, 2007 authorization. These shares may be repurchased at the Company’s discretion. See Note 2 of the Consolidated Financial Statements for additional information regarding the Company’s repurchase program.

Review by Independent Registered Public Accounting Firm

Ernst & Young LLP, our independent registered public accounting firm, has performed a limited review of the unaudited Consolidated Financial Statements for the 13 and 26 week periods ended August 4, 2007 and July 29, 2006, as indicated in their report on the limited review included below. Since they did not perform an audit, they express no opinion on the Consolidated Financial Statements referred to above. Our management has given effect to any significant adjustments and disclosures proposed in the course of the limited review.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
American Eagle Outfitters, Inc.

We have reviewed the consolidated balance sheets of American Eagle Outfitters, Inc. (the Company) as of August 4, 2007 and July 29, 2006, the related consolidated statements of operations and retained earnings for the three and six month periods ended August 4, 2007 and July 29, 2006, and the consolidated statements of cash flows for the six month periods ended August 4, 2007 and July 29, 2006. These financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the consolidated financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of American Eagle Outfitters, Inc. as of February 3, 2007, and the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows for the year then ended not presented herein, and in our report dated April 2, 2007, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet as of February 3, 2007, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ Ernst & Young LLP

Pittsburgh, Pennsylvania
September 4, 2007

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following discussion and analysis of financial condition and results of operations are based upon our Consolidated Financial Statements and should be read in conjunction with these statements and notes thereto.

This report contains various "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which represent our expectations or beliefs concerning future events, including the following:

- the planned opening of approximately 32 American Eagle stores in the United States and Canada, 37 aerie stores and 14 MARTIN + OSA stores in the United States during Fiscal 2007;
- the selection of approximately 53 American Eagle stores in the United States for remodeling during Fiscal 2007;
- the completion of improvements and expansion at our distribution centers;
- the success of MARTIN + OSA;
- the success of our intimates sub-brand, aerie by American Eagle;
- the expected payment of a dividend in future periods; and
- the possibility of growth through acquisitions and/or internally developing additional new brands.

We caution that these forward-looking statements, and those described elsewhere in this report, involve material risks and uncertainties and are subject to change based on factors beyond our control as discussed within Item 1A of this Quarterly Report on Form 10-Q and Item 1A of our Fiscal 2006 Annual Report on Form 10-K. Accordingly, our future performance and financial results may differ materially from those expressed or implied in any such forward-looking statements.

Key Performance Indicators

Our management evaluates the following items, which are considered key performance indicators, in assessing our performance:

Comparable store sales - Comparable store sales provide a measure of sales growth for stores open at least one year over the comparable prior year period. In fiscal years following those with 53 weeks, including Fiscal 2007, the prior year period is shifted by one week to compare similar calendar weeks. A store is included in comparable store sales in the thirteenth month of operation. However, stores that have a gross square footage increase of 25% or greater due to a remodel are removed from the comparable store sales base, but are included in total sales. These stores are returned to the comparable store sales base in the thirteenth month following the remodel.

Our management considers comparable store sales to be an important indicator of our current performance. Comparable store sales results are important to achieve leveraging of our costs, including store payroll, store supplies, rent, etc. Comparable store sales also have a direct impact on our total net sales, cash and working capital.

Gross profit - Gross profit measures whether we are optimizing the price and inventory levels of our merchandise. Gross profit is the difference between net sales and cost of sales. Cost of sales consists of: merchandise costs, including design, sourcing, importing and inbound freight costs, as well as markdowns, shrinkage, certain promotional costs and buying, occupancy and warehousing costs. Buying, occupancy and warehousing costs consist of: compensation, employee benefit expenses and travel for our buyers; rent and utilities related to our stores, corporate headquarters, distribution centers and other office space; freight from our distribution centers to the stores; compensation and supplies for our distribution centers, including purchasing, receiving and inspection costs; and shipping and handling costs related to our e-commerce operation. Any inability to obtain acceptable levels of initial markups or any significant increase in our use of markdowns could have an adverse effect on our gross profit and results of operations.

Operating income - Our management views operating income as a key indicator of our success. The key drivers of operating income are comparable store sales, gross profit and our ability to control selling, general and administrative expenses.

Store productivity - Store productivity, including net sales per average square foot, sales per productive hour, average unit retail price, conversion rate, the number of transactions per store, the number of units sold per store and the number of units per transaction, is evaluated by our management in assessing our operational performance.

Inventory turnover - Our management evaluates inventory turnover as a measure of how productively inventory is bought and sold. Inventory turnover is important as it can signal slow moving inventory. This can be critical in determining the need to take markdowns on merchandise.

Cash flow and liquidity - Our management evaluates cash flow from operations, investing and financing in determining the sufficiency of our cash position. Cash flow from operations has historically been sufficient to cover our uses of cash. Our management believes that cash flow from operations will be sufficient to fund anticipated capital expenditures and working capital requirements.

Results of Operations

Overview

We achieved our fourteenth consecutive quarter of record sales and earnings during the 13 weeks ended August 4, 2007 (the “second quarter”). Net sales increased 17% over the prior year to \$703.2 million.

During the second quarter, we discontinued assessing a service fee on inactive gift cards. As a result, we estimate gift card breakage and recognize revenue in proportion to actual gift card redemptions as a component of net sales. We recorded \$4.8 million in revenue related to gift card breakage during the current period, which had the effect of increasing gross profit and operating income by a comparable amount. This amount included cumulative breakage revenue related to gift cards issued since the introduction of our gift card program in 1998.

Operating income as a percent to net sales decreased 80 basis points from the prior year to a rate of 17.4%. The decrease was driven primarily by a decline in gross profit, as a percent to net sales. Net income for the second quarter increased 13% to \$81.3 million, or 11.6% as a percent to net sales.

Our business is affected by the pattern of seasonality common to most retail apparel businesses. The results for the current and prior periods are not necessarily indicative of future financial results.

The following table shows the percentage relationship to net sales of the listed line items included in our Consolidated Statements of Operations.

	13 Weeks Ended		26 Weeks Ended	
	August 4, 2007	July 29, 2006	August 4, 2007	July 29, 2006
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of sales, including certain buying, occupancy and warehousing expenses	55.0	54.3	53.3	52.9
Gross profit	45.0	45.7	46.7	47.1
Selling, general and administrative expenses	23.7	23.7	24.5	24.6
Depreciation and amortization expense	3.9	3.8	4.0	4.0
Operating income	17.4	18.2	18.2	18.5
Other income, net	1.3	1.5	1.5	1.5
Income before income taxes	18.7	19.7	19.7	20.0
Provision for income taxes	7.1	7.7	7.5	7.9
Net income	<u>11.6%</u>	<u>12.0%</u>	<u>12.2%</u>	<u>12.1%</u>

The following table shows our consolidated store data for the 26 weeks ended August 4, 2007 and July 29, 2006.

	26 Weeks Ended	
	August 4, 2007	July 29, 2006
Number of stores:		
Beginning of period	911	869
Opened	20	18
Closed	(3)	(4)
End of Period	<u>928</u>	<u>883</u>
Total gross square feet at end of period	<u>5,350,468</u>	<u>4,911,192</u>

Our operations are conducted in one reportable segment. The American Eagle segment consists of 919 U.S. and Canadian retail stores (including five aerie stand-alone stores), ae.com and our nine MARTIN + OSA retail stores. At the end of the current period, MARTIN + OSA was determined to be immaterial for classification as a separate reportable segment.

Comparison of the 13 weeks ended August 4, 2007 to the 13 weeks ended July 29, 2006

Net Sales

Net sales increased approximately 17% to \$703.2 million from \$602.3 million last year. The sales increase was primarily due to an increase in comparable store sales, a 9% increase in gross square feet due to new stores and remodels, as well as an increase in sales from our e-commerce operation.

During the second quarter, we experienced a low single-digit increase in our transaction value, driven by a mid single-digit increase in units per transaction and partially offset by a slight decrease in our average unit retail price. Comparable store sales increased in the high single-digits in our men's business and decreased in the low single-digits in the women's business over last year.

Gross Profit

Gross profit increased 15% to \$316.4 million from \$275.3 million last year. However, as a percent to net sales, gross profit declined by 70 basis points to a rate of 45.0%. Our merchandise margin declined by 50 basis points primarily due to an increase in markdowns partially offset by a strong initial mark-up. Buying, occupancy and warehousing costs increased by 20 basis points, as a percent to net sales, primarily due to rent expense relating to upcoming aerie store openings, as well as incremental costs associated with transitioning our e-commerce fulfillment in-house to our Ottawa, Kansas distribution center. Share-based compensation expense included in gross profit was \$1.4 million both this year and last year.

Our gross profit may not be comparable to that of other retailers, as some retailers include all costs related to their distribution network as well as design costs in cost of sales and others may exclude a portion of these costs from cost of sales, including them in a line item such as selling, general and administrative expenses. See Note 2 of the Consolidated Financial Statements for a description of our accounting policy regarding cost of sales, including certain buying, occupancy and warehousing expenses.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased 17% to \$166.4 million from \$142.8 million, but remained flat as a percent to net sales at a rate of 23.7%. Improvements in store payroll and lower incentive compensation were offset by an increase in store supplies and professional services, as a percent to net sales. Share-based compensation expense included in selling, general and administrative expenses decreased to \$5.8 million, compared to \$6.3 million last year.

Depreciation and Amortization Expense

Depreciation and amortization expense, as a percent to net sales, increased to 3.9% for the second quarter, compared to 3.8% for the corresponding period last year. Depreciation and amortization expense increased to \$27.4 million, compared to \$23.2 million last year. The increase in expense is primarily due to an increase in our property and equipment base driven by our increased level of capital expenditures.

Other Income, Net

Other income, net decreased to \$8.8 million from \$9.0 million primarily due to a gift card program change that occurred in July 2007. Prior to July 8, 2007, we recorded gift card service fee income in other income, net. As of July 8, 2007, we discontinued assessing a service fee on inactive gift cards and now record estimated gift card breakage revenue in net sales. For the 13 weeks ended August 4, 2007 and July 29, 2006, we recorded gift card service fee income of \$0.2 million and \$0.5 million, respectively, in other income, net.

Provision for Income Taxes

The effective tax rate declined to approximately 38% from 39% last year. The decrease was primarily due to an increase in tax exempt interest income during the 13 weeks ended August 4, 2007.

Net Income

Net income increased 13% to \$81.3 million, or 11.6% as a percent to net sales, from \$72.1 million, or 12.0% as a percent to net sales last year. Net income per diluted common share increased to \$0.37 from \$0.31 in the prior year. The increase in net income was attributable to the factors noted above.

Comparison of the 26 weeks ended August 4, 2007 to the 26 weeks ended July 29, 2006

Net Sales

Net sales increased approximately 17% to \$1.316 billion from \$1.125 billion last year. The sales increase was primarily due to a 9% increase in gross square feet from new stores and remodels, a comparable store sales increase, as well as an increase in sales from our e-commerce operation.

We experienced a low single-digit increase in our transaction value, driven by a low single-digit increase in units per transaction. Our average unit retail price was flat, compared to the corresponding period last year. Comparable store sales increased in the high single-digits in our men's business and in the low-single digits in the women's business over last year.

Gross Profit

Gross profit increased 16% to \$614.9 million from \$529.6 million last year. However, as a percent to net sales, gross profit declined by 40 basis points to a rate of 46.7%. Our merchandise margin decreased by 20 basis points primarily due to an increase in markdowns and the impact of presenting the cost of merchandise sell-offs and the related proceeds on a gross basis in the current period (see Note 2 of the Consolidated Financial Statements), partially offset by an improved markon. Amounts for prior periods were not adjusted to reflect the change in the presentation of merchandise sell-offs as the amounts were determined to be immaterial. Buying, occupancy and warehousing costs increased by 20 basis points, as a percent to net sales, primarily due to incremental costs associated with transitioning our e-commerce fulfillment in-house to our Ottawa, Kansas distribution center. Share-based compensation expense included in gross profit increased to approximately \$3.3 million, compared to \$3.2 million last year.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased 17% to \$323.4 million from \$277.4 million, but improved by 10 basis points, as a percent to net sales, to a rate of 24.5%. The improvement in the rate was primarily due to lower incentive compensation, as a percent to net sales, partially offset by an increase in professional services. Share-based compensation expense included in selling, general and administrative expenses increased to approximately \$16.4 million, compared to \$12.9 million last year.

Depreciation and Amortization Expense

Depreciation and amortization expense, as a percent to net sales, remained flat at a rate of 4.0%, compared to last year. However, depreciation and amortization expense increased to \$52.9 million, compared to \$44.7 million last year. The increase in expense is primarily due to an increase in our property and equipment base driven by our increased level of capital expenditures.

Other Income, Net

Other income, net increased to \$20.1 million from \$17.1 million primarily due to increased investment income resulting from improved investment returns. Additionally, we realized a \$0.9 million foreign currency translation loss last year, related to the final settlement of National Logistics Services. These increases were partially offset by a \$3.5 million realized capital gain last year, related to investments that were classified as trading securities prior to being sold during the 26 weeks ended July 29, 2006.

Provision for Income Taxes

The effective tax rate decreased to approximately 38% from approximately 39% last year. The decrease in the effective tax rate is primarily due to an increase in tax exempt interest income this year and the additional tax liability recorded during the 26 weeks ended July 29, 2006 related to the anticipated repatriation of unremitted Canadian earnings, which had the effect of increasing the effective tax rate last year.

Net Income

Net income increased 18% to \$160.1 million, or 12.2% as a percent to net sales, from \$136.3 million, or 12.1% as a percent to net sales last year. Net income per diluted common share increased to \$0.71 from \$0.60 in the prior year. The increase in net income was attributable to the factors noted above.

Income Taxes

Effective February 4, 2007, we adopted FIN 48. As a result of adopting FIN 48, we recorded a net liability of approximately \$13.3 million for unrecognized tax benefits, which was accounted for as a reduction to the beginning balance of retained earnings as of February 4, 2007.

We placed the second phase of our Ottawa, Kansas distribution center into service in May 2007. As a result, we are eligible for approximately \$2.5 million of nonrefundable incentive tax credits in Kansas. These credits can be utilized to offset future Kansas income taxes and will expire in 10 years. These available credits are not currently utilizable due to existing credit carryovers and the level of income taxes paid to Kansas. Additionally, use of these credits is dependent upon our meeting certain requirements in future periods. Due to the contingencies related to the future use of the credits, we believe that it is more likely than not that the benefit of this asset will not be realized within the carryforward period. Thus, a full valuation allowance of \$2.5 million has been recorded as of August 4, 2007.

For the 26 weeks ended July 29, 2006, the remaining \$0.5 million of a \$1.4 million valuation allowance that had been previously recorded against a capital loss deferred tax asset was released. We were able to realize sufficient capital gains to fully utilize the capital loss carry forward prior to its expiration in July 2006.

Liquidity and Capital Resources

Our uses of cash are generally for working capital, the construction of new stores and remodeling of existing stores, information technology upgrades, distribution center improvements and expansion, the purchase of both short and long-term investments, the repurchase of our common stock and the payment of dividends. Historically, these uses of cash have been funded with cash flow from operations. Additionally, our uses of cash include the construction of our new corporate headquarters and the development of MARTIN + OSA and aerie by American Eagle. In the future, we expect that our uses of cash will also include new brand concept development.

Our growth strategies include continued expansion of the American Eagle Brand, internally developing new brands and the possibility of acquisitions. We periodically consider and evaluate these options to support future growth. In the event we do pursue such options, we could require additional equity or debt financing. There can be no assurance that we would be successful in closing any potential transaction, or that any endeavor we undertake would increase our profitability.

The following sets forth certain measures of our liquidity:

	August 4, 2007	February 3, 2007	July 29, 2006
Working Capital (in 000's)	\$777,932	\$737,790	\$827,069
Current Ratio	3.48	2.59	3.42

Cash Flows from Operating Activities

Net cash provided by operating activities totaled \$14.5 million for the 26 weeks ended August 4, 2007, compared to \$327.6 million for the 26 weeks ended July 29, 2006. Our major source of cash from operations was merchandise sales. Our primary outflows of cash for operations were for the payment of operational costs and the purchase of inventory.

The decrease in net cash provided by operating activities of \$313.1 million from the prior year was primarily due to proceeds from the sale of trading securities of \$184.0 million received during the 26 weeks ended July 29, 2006, as well as a \$62.8 million increase in cash used for the payment of accounts payable and a \$40.2 million increase in cash used for accrued liabilities. The increase in cash used for the payment of accounts payable resulted primarily from a change in payment terms and method with our foreign buying agent, which also resulted in a reduction to the available amounts that we maintain under our unsecured letter of credit facility as discussed below. The increase in cash used for accrued liabilities resulted primarily from a reduction in our accrued income and other taxes as a result of payments made during the current period.

Cash Flows from Investing Activities

Investing activities for the 26 weeks ended August 4, 2007 included \$387.0 million from the net sale of investments classified as available-for-sale, partially offset by \$120.3 million for capital expenditures. Investing activities for the 26 weeks ended July 29, 2006 included \$103.1 million for capital expenditures, as well as \$17.0 million for the net purchase of investments classified as available-for-sale.

We invest primarily in tax-exempt municipal bonds, taxable agency bonds, corporate notes and auction rate securities with an original maturity up to five years and an expected rate of return of approximately a 5.8% taxable equivalent yield. We place an emphasis on investing in tax-exempt and tax-advantaged asset classes and all investments must have a highly liquid secondary market and a stated maturity not exceeding five years.

Cash Flows from Financing Activities

Cash used for financing activities resulted primarily from \$197.0 million used for the repurchase of our common stock and \$38.2 million used for the payment of dividends during 26 weeks ended August 4, 2007. During the 26 weeks ended July 29, 2006, cash used for financing activities resulted primarily from \$28.1 million used for the payment of dividends.

Credit Facilities

During the second quarter, we reduced the amount available under our unsecured letter of credit facility (the "facility") to \$100.0 million and eliminated a \$40.0 million unsecured demand line of credit (the "line"). The interest rate on the facility is at the lender's prime lending rate (8.25% at August 4, 2007) or at LIBOR plus a negotiated margin rate. No direct borrowings were required against the line for the current or prior periods. At August 4, 2007, letters of credit in the amount of \$13.4 million were outstanding on the facility, leaving a remaining available balance of \$86.6 million. We also have an uncommitted letter of credit facility for \$100.0 million with a separate financial institution. At August 4, 2007, letters of credit in the amount of \$51.1 million were outstanding on this facility, leaving a remaining available balance of \$48.9 million.

Capital Expenditures

We expect capital expenditures for Fiscal 2007 to be approximately \$240 million to \$260 million. This will relate primarily to the construction of new stores and remodeling of existing AE stores. Additionally, we will continue to support our infrastructure growth by investing in information technology upgrades at our home office, construction of our new corporate headquarters in Pittsburgh, Pennsylvania, and the completion of our Ottawa, Kansas distribution center.

For the 26 weeks ended August 4, 2007, capital expenditures of \$120.3 million included \$58.2 million related to investments in our stores, including 14 new AE stores in the United States and Canada, four new MARTIN + OSA stores, two new stand-alone aerie stores and 34 remodeled AE stores in the United States. The remaining amounts included approximately \$17.4 million for the construction of our new corporate headquarters, \$14.9 million related to information technology upgrades at our home office, \$13.5 million for the purchase of a corporate aircraft and \$11.7 million for construction at our Ottawa, Kansas distribution center.

In the second half of Fiscal 2007, we will invest in the construction of an additional 35 new aerie stand-alone stores, 18 new AE stores in the United States and Canada, 10 new MARTIN + OSA stores and the remodeling of approximately 19 AE stores in the United States. Additionally, we will continue to primarily invest in distribution center improvements and expansion, information technology upgrades and the construction of our new corporate headquarters.

Stock Repurchases

On March 6, 2007 and then, additionally, on May 22, 2007, our Board authorized a total of 30.0 million shares of our common stock to be repurchased under our share repurchase program through the end of Fiscal 2009. During the 26 weeks ended August 4, 2007, we repurchased 6.5 million shares of our common stock for approximately \$184.8 million, at a weighted average share price of \$28.41. As of August 4, 2007, we had 23.5 million shares available for repurchase.

Subsequent to the second quarter of Fiscal 2007, we repurchased 2.4 million shares of our common stock under the March 6, 2007 and May 22, 2007 repurchase authorizations. The shares were repurchased for approximately \$58.5 million, at a weighted average share price of \$24.34. As of September 4, 2007, we had 21.1 million shares available for repurchase under the May 22, 2007 authorization. These shares may be repurchased at our discretion.

During each of the 26 week periods ended August 4, 2007 and July 29, 2006, we repurchased approximately 0.4 million shares from certain employees at market prices totaling approximately \$12.2 million and \$7.6 million, respectively. These shares were repurchased for the payment of taxes in connection with the vesting of share-based compensation, as permitted under the 2005 Plan and the 1999 Plan.

All of the aforementioned share repurchases have been recorded as treasury stock.

Dividends

During the second quarter of Fiscal 2007, our Board declared a quarterly cash dividend of \$0.10 per share, which was paid on July 13, 2007. Subsequent to the second quarter of Fiscal 2007, our Board declared a quarterly cash dividend of \$0.10 per share payable on October 12, 2007 to stockholders of record at the close of business on September 28, 2007. The payment of future dividends is at the discretion of our Board and is based on earnings, cash flow, financial condition, capital requirements, changes in U.S. taxation and other relevant factors. It is anticipated that any future dividends paid will be declared on a quarterly basis.

Obligations and Commitments

Disclosure about Contractual Obligations

As a result of the adoption of FIN 48 on February 4, 2007, our gross liability for unrecognized tax benefits was approximately \$48.1 million, including approximately \$8.8 million of accrued interest and penalties. The gross liability as of August 4, 2007 was \$56.4 million, including approximately \$10.2 million of accrued interest and penalties. We estimate that approximately \$4.0 million of this amount will be paid within one year. We are unable to reasonably estimate the amount or timing of payments for the remainder of the liability. Other than the adoption of FIN 48, there have been no significant changes to the Contractual Obligations table which was included in our Fiscal 2006 Annual Report on Form 10-K.

Critical Accounting Policies

Our critical accounting policies are described in Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, and in the notes to our Consolidated Financial Statements for the year ended February 3, 2007 contained in our Fiscal 2006 Annual Report on Form 10-K. Any new accounting policies or updates to existing accounting policies as a result of new accounting pronouncements have been discussed in the notes to our Consolidated Financial Statements in this Quarterly Report on Form 10-Q. The application of our critical accounting policies may require management to make judgments and estimates about the amounts reflected in the Consolidated Financial Statements. Management uses historical experience and all available information to make these estimates and judgments, and different amounts could be reported using different assumptions and estimates.

Impact of Inflation/Deflation

We do not believe that inflation has had a significant effect on our net sales or our profitability. Substantial increases in cost, however, could have a significant impact on our business and the industry in the future. Additionally, while deflation could positively impact our merchandise costs, it could have an adverse effect on our average unit retail price, resulting in lower sales and profitability.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

There were no material changes in our exposure to market risk from February 3, 2007. Our market risk profile as of February 3, 2007 is disclosed in Item 7A, *Quantitative and Qualitative Disclosures About Market Risk*, of our Fiscal 2006 Annual Report on Form 10-K.

ITEM 4. CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in our reports under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management including our Principal Executive Officer and our Principal Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

In connection with the preparation of this Quarterly Report on Form 10-Q, as of August 4, 2007, an evaluation was performed under the supervision and with the participation of our management, including the Principal Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act). Based upon that evaluation, our Principal Executive Officer and our Principal Financial Officer have concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of the end of the period covered by this Quarterly Report on Form 10-Q.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the 13 weeks ended August 4, 2007 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II

ITEM 1A. RISK FACTORS.

In addition to the updated risk factors below, risk factors that affect our business and financial results are discussed within Item 1A of our Fiscal 2006 Annual Report on Form 10-K.

Our ability to continue our current level of sales and earnings growth

With our Fiscal 2007 second quarter, we achieved 14 consecutive quarters of record-high sales and earnings. Our gross margin and operating margin rates are also near historic highs and exceed most of our industry peers. Although it is difficult to maintain this level of performance or to continue to reach higher levels, we have growth initiatives that we are pursuing to achieve our goal of increasing earnings per share by at least 15% per year over the long term. Nonetheless, our product offerings are constantly changing and our success is directly dependent on customer acceptance of these new offerings. If our future product offerings are not as well accepted by our customers, our financial performance may decline until we are able to improve our product. A decline in our financial performance could result in a decline in the price of our common stock.

Our ability to grow through new store openings and existing store remodels and expansions

Our continued growth and success will depend in part on our ability to open and operate new stores and expand and remodel existing stores on a timely and profitable basis. During Fiscal 2007, we plan to open approximately 32 new American Eagle stores in the U.S. and Canada, 37 aerie stores and 14 MARTIN + OSA stores. Additionally, we plan to remodel or expand approximately 53 existing American Eagle stores during Fiscal 2007. Accomplishing our new and existing store expansion goals will depend upon a number of factors, including the ability to obtain suitable sites for new and expanded stores at acceptable costs, the hiring and training of qualified personnel, particularly at the store management level, the integration of new stores into existing operations and the expansion of our buying and inventory capabilities. There can be no assurance that we will be able to achieve our store expansion goals, manage our growth effectively, successfully integrate the planned new stores into our operations or operate our new and remodeled stores profitably.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

Issuer Purchases of Equity Securities

The following table provides information regarding our repurchases of our common stock during the 13 weeks ended August 4, 2007.

<u>Period</u>	<u>Total Number of Shares Purchased</u> (1)	<u>Average Price Paid Per Share</u> (2)	<u>Total Number of Shares Purchased as Part of Publicly Announced Programs</u> (1)(3)	<u>Maximum Number of Share that May Yet be Purchased Under the Program</u> (1)(3)
Month #1 (May 6, 2007 through June 1, 2007)	1,721,474	\$ 27.61	1,700,000	25,500,000
Month #2 (June 2, 2007 through July 7, 2007)	2,000,000	\$ 26.26	2,000,000	23,500,000
Month #3 (July 8, 2007 through August 4, 2007)	683	\$ 25.82	—	23,500,000
Total	<u>3,722,157</u>	<u>\$ 26.88</u>	<u>3,700,000</u>	<u>23,500,000</u>

- (1) Shares purchased during Month #1 include 1.7 million repurchased as part of our publicly announced share repurchase program and 21,474 shares repurchased from employees for the payment of taxes in connection with the vesting of share-based payments. Shares purchased during Month #2 include 2.0 million repurchased as part of our publicly announced share repurchase program. During Month #3, the Company repurchased 683 shares from employees for the payment of taxes in connection with the vesting of share-based payments.
- (2) Average price paid per share excludes any broker commissions paid.
- (3) On March 6, 2007, our Board authorized the repurchase of 7.0 million shares of our common stock. This repurchase authorization does not have an expiration date. On May 22, 2007, our Board authorized the repurchase of 23.0 million shares of our common stock. This authorization expires at the end of Fiscal 2009.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

(a) We held our 2007 Annual Meeting of Stockholders on June 12, 2007. Holders of 197,317,442 shares of our common stock were present in person or by proxy, representing approximately 90% of our 220,315,491 shares outstanding on the record date.

(b) and (c) The following persons continue to serve as Class I directors: Michael G. Jesselson, Roger S. Markfield and Jay L. Schottenstein; and the following persons continue to serve as Class II directors: Janice E. Page, J. Thomas Presby, and Gerald E. Wedren. The following persons were elected as Class III members of the Board of Directors to serve a three year term until the annual meeting in 2010 or until their successors are duly elected and qualified. Each person received the number of votes for or the number of votes with authority withheld indicated below.

<u>Name</u>	<u>Shares For</u>	<u>Shares Withheld</u>
Jon P. Diamond	183,545,904	13,771,538
Alan T. Kane	196,075,159	1,242,283
Cary D. McMillan	195,462,305	1,855,137
James V. O'Donnell	192,812,179	4,505,263

The proposal to amend and restate the Company's Amended and Restated Certificate of Incorporation to increase the number of shares of authorized common stock from 250 million to 600 million passed. It received 158,149,805 shares for, 38,765,893 against and 401,744 shares abstain.

The proposal to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm passed. It received 197,076,932 shares for, 114,063 shares against and 126,447 shares abstain.

(d) Not applicable.

ITEM 6. EXHIBITS.

- * Exhibit 3.1 Amended and Restated Certificate of Incorporation, as amended
- Exhibit 4.1 See Amended and Restated Certificate of Incorporation, as amended, in Exhibit 3.1 hereof
- * Exhibit 15 Acknowledgement of Independent Registered Accounting Firm
- * Exhibit 31.1 Certification by James V. O'Donnell pursuant to Rule 13a-14(a) or Rule 15d-14(a)
- * Exhibit 31.2 Certification by Joan Holstein Hilson pursuant to Rule 13a-14(a) or Rule 15d-14(a)
- ** Exhibit 32.1 Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- ** Exhibit 32.2 Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

* Filed with this report.

** Furnished with this report.

SIGNATURES

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, thereunto duly authorized.

Dated: September 6, 2007

American Eagle Outfitters, Inc.
(Registrant)

By: /s/ James V. O'Donnell
James V. O'Donnell
Chief Executive Officer
(Principal Executive Officer)

By: /s/ Joan Holstein Hilson
Joan Holstein Hilson
Executive Vice President and Chief Financial Officer, AE Brand
(Principal Financial Officer and Principal Accounting Officer)

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
AMERICAN EAGLE OUTFITTERS, INC., AS AMENDED**

The above corporation, American Eagle Outfitters, Inc. (the "Corporation"), existing pursuant to the General Corporation Law of the State of Delaware, does hereby certify:

FIRST. The name of the Corporation is: American Eagle Outfitters, Inc.

SECOND. The address of its registered office in the State of Delaware is 1209 Orange Street, County of New Castle, Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. (a) The total number of shares of all classes of stock which the Corporation shall have authority to issue is Six Hundred Five Million (605,000,000) shares, consisting of 600,000,000 shares of common stock, \$0.01 par value per share (the "Common Stock"), and 5,000,000 shares of Preferred Stock, \$.01 par value per share (the "Preferred Stock").

(b) Each holder of Common Stock shall be entitled to one vote for each share of Common Stock held of record on all matters presented for vote of the stockholders. Subject to the provisions of the General Corporation Law of the State of Delaware, dividends may be paid on the Common Stock at such times and in such amounts as the Board of Directors shall determine. Upon the dissolution, liquidation, or winding up of the Corporation, after any preferential amounts to be distributed to the holders of the Preferred Stock then outstanding have been paid or declared set apart for payment, the holders of Common Stock shall be entitled to receive all remaining assets of the Corporation available for distribution to its stockholders ratably and proportioned to the number of shares held by them.

(c) The Board of Directors is hereby authorized, by resolution or resolutions, to establish, out of the unissued shares of Preferred Stock not then allocated to any series of Preferred Stock, additional series of Preferred Stock. Before any shares of any such additional series are issued, the Board of Directors shall fix and determine, and is hereby expressly empowered to fix and determine, by resolution or resolutions, the number of shares constituting such series and the distinguishing characteristics and the relative rights, preferences, privileges and immunities, if any, and any qualifications, limitations or restrictions thereof, of the shares thereof, so far as not inconsistent with the provisions of this Article FOURTH. Without limiting the generality of the foregoing, the Board of Directors may fix and determine: (i) the designation of such series and the number of shares which shall constitute such series of such shares; (ii) the rate of dividend, if any, payable on the shares of such series; (iii) whether the shares of such series shall be cumulative, non-cumulative or partially cumulative as to dividends, and the dates from which any cumulative dividends are to accumulate; (iv) whether the shares of such series may be redeemed, and, if so, the price or prices at which and the terms and conditions on which shares of such series may be redeemed; (v) the amount payable upon shares of such series in the event of the voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation; (vi) the sinking fund provisions, if any, for the redemption of the shares of such series; (vii) the voting rights, if any, of the shares of such series; (viii) the terms and conditions, if any on which shares of such series may be converted into shares of the Common Stock of the Corporation or any other class or series; (ix) whether the shares of such series are to be preferred over shares of Common Stock of the Corporation or any other class or series as to dividends, or upon voluntary or involuntary dissolution, liquidation or winding up of the affairs of the Corporation, or otherwise; and (x) any other characteristics, preferences, limitations, rights, privileges, immunities or terms not inconsistent with the provisions of this Article FOURTH.

Any shares of Preferred Stock purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and cancelled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of Preferred Stock, without designation as to series, and may be reissued as part of any series of Preferred Stock created by resolution or resolutions of the Board of Directors, subject to the conditions and restrictions on issuance set forth herein.

FIFTH. In addition to all of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

SIXTH. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(b) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or

(c) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the stockholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

SEVENTH. (a) The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, officer or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) or any other applicable laws as presently or hereinafter in effect against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection therewith. Without limiting the generality of the foregoing, the Corporation may enter into one or more agreements with any person that provide for indemnification greater or different than that provided in this Article Seventh.

(b) Expenses incurred by a director, officer or employee in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer or employee to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation.

(c) The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification and advancement of expenses may be entitled under any statute, by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to

action in his official capacity and as to action in another capacity while holding such office, and shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefits of the heirs, executors and administrators of such a person.

(d) For the purposes of this Article Seventh, references to “the Corporation” include, in addition to the resulting or surviving corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article Seventh with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

(e) Neither the Corporation nor its directors or officers nor any person acting on its behalf shall be liable to any person for any determination as to the existence or absence of conduct that would provide a basis for making or refusing to make any payment under this Article Seventh, in reliance upon the advice of counsel.

(f) A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director’s duty of loyalty to the Corporation or its stockholder, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law of the State of Delaware is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

(g) Neither the amendment nor repeal of this Article Seventh, nor the adoption of any provision of this Amended and Restated Certificate of Incorporation inconsistent with this Article Seventh, shall eliminate or reduce the effect of this Article Seventh in respect of any matter occurring, or any cause of action, suit or claim that would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

EIGHTH. The Corporation shall have perpetual existence.

NINTH. Amendments.

(a) The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by the laws of Delaware, and all rights conferred herein upon stockholders, directors and others are granted subject to this reservation and subject to paragraph (b) below.

(b) The provisions set forth in this Article NINTH and in Articles TENTH and ELEVENTH of this Amended and Restated Certificate of Incorporation may not be altered, amended or repealed in any respect, and new provisions inconsistent therewith may not be adopted unless such action is approved by the affirmative vote of the holders of at least eighty (80%) of all of the outstanding shares of capital stock of the Corporation entitled to vote on such matter at a meeting of stockholders called for that purpose, except that if the Board of Directors, by an affirmative vote of at least three-fourths (75%) of the entire Board of Directors, recommends approval of such amendment to this Amended and Restated Certificate of Incorporation to the stockholders, such approval may be

effected by the affirmative vote of the holders of a majority of the outstanding shares of capital stock of the Corporation present in person or represented by proxy and entitled to vote on such matter at a meeting of stockholders called for that purpose.

TENTH. Board of Directors.

(a) *Number, Election and Terms of Directors.* The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors. The number of the directors of the Corporation shall be fixed from time to time by resolution adopted by the affirmative vote of a majority of the entire Board of Directors of the Corporation, except that the minimum number of directors shall be fixed at no less than three (3) and the maximum number of directors shall be fixed at no more than fifteen (15). The directors shall be divided into three classes, Class I, Class II, and Class III. Each such class shall consist, as nearly as possible, of one-third of the total number of directors and remaining directors shall be included within each such class or classes as the Board of Directors shall designate. Class I directors shall hold office initially for a term expiring at the 1999 annual meeting of stockholders; Class II directors shall hold office initially for a term expiring at the 2000 annual meeting of stockholders; and Class III directors shall hold office initially for a term expiring at the 2001 annual meeting of stockholders. At each annual meeting of stockholders, successors to the class of directors whose term expires at that annual meeting shall be elected to hold office for a three-year term. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible. A director shall hold office, subject to any removal, death, resignation, or retirement, until the annual meeting for the year in which his term expires and until his successor shall be elected and qualified. Election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

(b) *Stockholder Nomination of Director Candidates.* Nominations for election to the Board of Directors of the Corporation at a meeting of stockholders may be made by the Board of Directors, on behalf of the Board of Directors by any nominating committee appointed by the Board of Directors, or by any stockholder of the Corporation entitled to vote for the election of directors at the meeting. Nominations, other than those made by or on behalf of the Board of Directors, shall be made by notice in writing delivered to or mailed, postage prepaid, and received by the Secretary of the Corporation at least 60 days but no more than 90 days prior to the anniversary date of the immediately preceding Annual Meeting of Stockholders. The notice shall set forth: (i) the name and address of the stockholder who intends to make the nomination; (ii) the name, age, business address and, if known, residence address of each nominee; (iii) the principal occupation or employment of each nominee; (iv) the number of shares of stock of the Corporation which are beneficially owned by each nominee and by the nominating stockholder; (v) any other information concerning the nominee that must be disclosed of nominees in proxy solicitation pursuant to Regulation 14A of the Securities Exchange Act of 1934 (or any subsequent provisions replacing such Regulation); and (vi) the executed consent of each nominee to serve as a director of the Corporation, if elected. The chairman of the meeting of stockholders may, if the facts warrant, determine that a nomination was not made in accordance with the foregoing procedures, and if the chairman should so determine, the chairman shall so declare to the meeting and the defective nomination shall be disregarded.

(c) *Newly Created Directorships and Vacancies .* Newly created directorships resulting from any increase in the number of directors and any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other cause shall be filled by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum, or by a sole remaining director. A director, including any director chosen to fill a newly created directorship or any vacancy, shall hold office until the next annual meeting following his election or appointment to the Board of Directors for the class of director to which he is appointed, as applicable, and until such director's successor shall have been elected and qualified. In no case will a decrease in the number of directors shorten the term of any incumbent director.

(d) *Removal .* Notwithstanding any other provision of this Amended and Restated Certificate of Incorporation or the Bylaws of the Corporation (and notwithstanding the fact that some lesser percentage may be specified by the General Corporation Law of the State of Delaware, this Amended and Restated Certificate of

Incorporation or the Bylaws of the Corporation), any director or the entire board of directors of the Corporation may be removed from office at any time, but only for cause and only by the affirmative vote of the holders of at least eighty percent (80%) of all of the outstanding shares of capital stock of the Corporation entitled to vote on the election of directors at a meeting of stockholders called for that purpose, except that if the Board of Directors, by an affirmative vote of at least three-fourths (75%) of the entire Board of Directors, recommends removal of a director to the stockholders, such removal may be effected by the affirmative vote of the holders of a majority of the outstanding shares of capital stock of the Corporation present in person or represented by proxy and entitled to vote on the election of directors at a meeting of stockholders called for that purpose.

(e) *Directors Elected by Holders of Preferred Stock* . Notwithstanding the classification provisions set forth in paragraph (a) above, whenever the holders of any one or more classes or series of Preferred Stock issued by this Corporation shall have the right, voting separately by class or series, to elect directors at an annual or special meeting of stockholders, the election, term of office, filling of vacancies, terms of removal, and other features of such directorships shall be governed by the terms of Article FOURTH and the resolution or resolutions establishing such class or series adopted pursuant thereto and such directors so elected shall not be divided into classes pursuant to this Article TENTH unless expressly provided by such terms.

(f) *Committees* . Wherever the term “Board of Directors” is used in this Amended and Restated Certificate of Incorporation, such term shall mean the Board of Directors of the Corporation; provided, however, that, to the extent any committee of directors of the Corporation is lawfully entitled to exercise the powers of the Board of Directors, such committee may exercise any right or authority of the Board of Directors under this Amended and Restated Certificate of Incorporation.

ELEVENTH. *Stockholder Action* . Any action required or permitted to be taken by any stockholders of the Corporation must be effected at a duly called annual or special meeting of such stockholders and may not be effected by any consent in writing by such stockholders, unless such consent is the unanimous consent of all stockholders. Except as may be otherwise required by law, special meetings of stockholders of the Corporation may be called only by the Board of Directors pursuant to a resolution approved by a majority of the Board of Directors.

Amended June 12, 2007

Acknowledgment of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders
American Eagle Outfitters, Inc.

We are aware of the incorporation by reference in the Registration Statement and in the related prospectus (Form S-3, Registration No. 333-68875) of American Eagle Outfitters, Inc. and in the Registration Statements (Forms S-8) of American Eagle Outfitters, Inc. as follows:

- 1999 Stock Incentive Plan (Registration Nos. 333-34748 and 333-75188),
- Employee Stock Purchase Plan (Registration No. 333-3278),
- 1994 Restricted Stock Plan (Registration No. 33-79358),
- 1994 Stock Option Plan (Registration Nos. 333-44759, 33-79358 and 333-12661),
- Stock Fund of American Eagle Outfitters, Inc. Profit Sharing and 401(k) Plan (Registration No. 33-84796), and
- 2005 Stock Award and Incentive Plan (Registration No. 333-126278)

of our report dated September 4, 2007 relating to the unaudited consolidated financial statements of American Eagle Outfitters, Inc. that is included in its Form 10-Q for the quarter ended August 4, 2007.

/s/ Ernst & Young LLP

Pittsburgh, Pennsylvania
September 4, 2007

CERTIFICATIONS

I, James V. O'Donnell, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of American Eagle Outfitters, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

September 6, 2007

/s/ James V. O'Donnell

James V. O'Donnell

Chief Executive Officer

(Principal Executive Officer)

CERTIFICATIONS

I, Joan Holstein Hilson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of American Eagle Outfitters, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

September 6, 2007

/s/ Joan Holstein Hilson

Joan Holstein Hilson

Executive Vice President and Chief Financial Officer, AE Brand
(Principal Financial Officer and Principal Accounting Officer)

**Certification Pursuant to 18 U.S.C. Section 1350,
as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report of American Eagle Outfitters, Inc. (the "Company") on Form 10-Q for the period ended August 4, 2007 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, James V. O'Donnell, Principal Executive Officer of the Company, certify to the best of my knowledge, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

September 6, 2007

/s/ James V. O'Donnell

James V. O'Donnell
Chief Executive Officer
(Principal Executive Officer)

**Certification Pursuant to 18 U.S.C. Section 1350,
as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report of American Eagle Outfitters, Inc. (the "Company") on Form 10-Q for the period ended August 4, 2007 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Joan Holstein Hilson, Principal Financial Officer of the Company, certify to the best of my knowledge, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

September 6, 2007

/s/ Joan Holstein Hilson

Joan Holstein Hilson
Executive Vice President and Chief Financial Officer, AE Brand
(Principal Financial Officer and Principal Accounting Officer)