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AMERICAN EAGLE OUTFITTERS INC

Filed by

DESHE ANN

FORM SC 13G

(Statement of Ownership)

Filed 09/26/11

Address	77 HOT METAL STREET PITTSBURGH, PA 15203
Telephone	4124323300
CIK	0000919012
Symbol	AEO
SIC Code	5651 - Family Clothing Stores
Industry	Retail (Apparel)
Sector	Services
Fiscal Year	01/28

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. _)

AMERICAN EAGLE OUTFITTERS, INC.

(Name of Issuer)

Common Stock, par value $.01 per share
(Title of Class of Securities)

02553E106
(CUSIP Number)

September 16, 2011
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[ ] Rule 13d-1(b)
[X] Rule 13d-1(c)
[ ] Rule 13d-1(d)

CUSIP No. 02553E106

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Ann Deshe

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

5,280,056

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

4,820,231

8. SHARED DISPOSITIVE POWER

728,845

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,743,707

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.5%

12. TYPE OF REPORTING PERSON*

IN

CUSIP No. 02553E106

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Ari Deshe

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

215,000

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

6,183,691

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,183,691

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.2%

12. TYPE OF REPORTING PERSON*

IN

SCHEDULE 13G

CUSIP No. 02553E106

Item 1.

(a) **Name of Issuer:**

American Eagle Outfitters, Inc.

(b) **Address of Issuer's Principal Executive Offices:**

77 Hot Metal Street, Pittsburgh, PA 15203-2329

Item 2.

(a) through (c):

This Schedule 13G is being filed by Ann Deshe and Ari Deshe, United States citizens with a principal address at 16047 Collins Ave., Apt 1104, Sunny Isles Beach, FL 33160

(d) **Title of Class of Securities** :

Common Stock, par value $.01 per share (the "Shares").

(e) **CUSIP No.:**

02553E106

Item 3. If this statement is filed pursuant to sections 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

(a) [ ] Broker or dealer registered under section 15 of the Act.

(b) [ ] Bank as defined in section 3(a)(6) of the Act.

(c) [ ] Insurance company as defined in section 3(a)(19) of the Act.

(d) [ ] Investment company registered under section 8 of the Investment Company Act of 1940.

(e) [ ] An investment advisor in accordance with section 240.13d-1(b)(1)(ii)(E).

(f) [ ] An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F).

(g) [ ] A parent holding company or control person in accordance with section 240.13d-1(b)(ii)(G).

(h) [ ] A savings association as defined in section 3(b) of the Federal Deposit Insurance Act.

(i) [ ] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company

(j) [ ] Group, in accordance with section 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

(a) Total amount beneficially owned by the two reporting persons 11,732,767 Shares

(b) Percent of class: 6.0% (based on 194,901,192 Shares outstanding as of August 22, 2011, according to the issuer's Form 10-Q for the quarter ended July 30, 2011, filed on August 25, 2011.)

(c) Number of shares as to which such persons have:

(i) Sole power to vote or to direct the vote: 5,495,056 Shares.

(ii) Shared power to vote or to direct the vote: 0.

(iii) Sole power to dispose or to direct the disposition of: 11,003,922 Shares.

(iv) Shared power to dispose or to direct the disposition of: 728,845 Shares.

Item 5. Ownership of 5 Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following: [ ]

Item 6. Ownership of More than 5 Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated as of September 22, 2011.

/s/ Ann Deshe
Name: Ann Deshe

/s/ Ari Deshe
Name: Ari Deshe

JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, the undersigned hereby agree that only one statement containing the information required by Schedule 13G need be filed with respect to the ownership by each of the undersigned of shares of stock of American Eagle Outfitters, Inc.

EXECUTED as of this 21st day of September. 2011

/s/ Ann Deshe _____
Name: Ann Deshe

/s/ Ari Deshe _____
Name: Ari Deshe