

EXPRESS, INC.  
Form 8-A12B/A  
March 30, 2016

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

**FORM 8-A/A**  
**(Amendment No. 2)**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**EXPRESS, INC.**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of incorporation or organization)**

**1 Express Drive**

**Columbus, Ohio**

**26-2828128**  
**(IRS Employer Identification No.)**

**43230**

(Address of principal executive offices)

(Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

**Title of each class  
to be so registered  
Stock Purchase Rights**

**Name of each exchange on  
which each class is to be registered  
New York Stock Exchange**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

**Securities Act registration statement file number to which this form relates: Not applicable**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**

**(Title of Class)**

Explanatory Note

This Amendment No. 2 to Form 8-A is filed to supplement and amend the information set forth in the Form 8-A of Express, Inc. (the Company) filed with the Securities and Exchange Commission (the SEC) (File No. 001-34742) on June 13, 2014 (the Original Form 8-A). The Original Form 8-A was previously amended by Amendment No. 1 to Form 8-A filed by the Company on June 11, 2015, and the Original Form 8-A, as so amended, is incorporated herein by reference.

Item 1. Description of Registrant's Securities to be Registered.

On March 29, 2016, the Company and Computershare Trust Company, N.A. (Computershare), entered into Amendment No. 2 to the Stockholder Protection Rights Agreement (Amendment No. 2) relating to the Stockholder Protection Rights Agreement (the Rights Agreement), dated as of June 12, 2014, between the Company and Computershare, as Rights Agent, and as amended by Amendment No. 1 to the Rights Agreement, dated as of June 10, 2015 (Amendment No. 1).

The description of Amendment No. 2 is incorporated by reference herein to the Company's Current Report on Form 8-K, dated March 30, 2016, and is qualified in its entirety by reference to the Rights Agreement and Amendment No. 2. A copy of Amendment No. 2 is attached hereto as an exhibit and is incorporated herein by reference. A copy of the Rights Agreement was previously filed as Exhibit 4.1 to the Company's Form 8-K filed on June 13, 2014, and is also incorporated herein by reference. A copy of Amendment No. 1 to the Rights Agreement was previously filed as Exhibit 4.1 to the Company's Form 8-K filed on June 11, 2015, and is also incorporated herein by reference.

Item 2. Exhibits.

Exhibit No.	Description
(1)	Stockholder Protection Rights Agreement, dated as of June 12, 2014, between Express, Inc. and Computershare Trust Company, N.A., as Rights Agent (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on June 13, 2014, File No. 001-34742).
(2)	Amendment No. 1, dated as of June 10, 2015, to the Stockholder Protection Rights Agreement, dated as of June 12, 2014, between Express, Inc. and Computershare Trust Company, N.A., as Rights Agent (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the SEC on June 11, 2015, File No. 001-34742).
(3)	Amendment No. 2, dated as of March 29, 2016, to the Stockholder Protection Rights Agreement, dated as of June 12, 2014, between Express, Inc. and Computershare Trust Company, N.A., as Rights Agent (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed with the SEC on March 30, 2016).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

EXPRESS, INC.

By: /s/ Lacey J. Bundy

Name: Lacey J. Bundy

Title: Senior Vice President, General Counsel &  
Secretary

Date: March 29, 2016

EXHIBIT INDEX

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