

TWEEN BRANDS, INC.

Form 8-K

August 13, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of earliest event reported): August 12, 2008  
(Exact Name of Registrant as specified in its charter)**

Delaware	1-14987	31-1333930
<b>(State or other jurisdiction of incorporation or organization)</b>	<b>(Commission File No.)</b>	<b>(IRS Employer Identification Number)</b>

8323 Walton Parkway  
New Albany, Ohio 43054  
(614) 775-3500  
**(Address, including zip code, and telephone number  
including area code of Registrant s  
principal executive offices)**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02 Results of Operations and Financial Condition.**

On August 12, 2008, Tween Brands, Inc. (the Company ) issued a press release announcing its financial results for the second quarter and year-to-date period ended August 2, 2008. A copy of the Company s press release is furnished as an exhibit to this Form 8-K and is incorporated herein by reference.

The Company will also present its financial results for the second quarter and year-to-date period ended August 2, 2008 during a conference call on August 13, 2008 at 8:30 a.m. EDT, which will be broadcast via Internet webcast. Investors can listen to the webcast and view the charts and graphics referred to during the webcast through the Company s website, www.tweenbrands.com.

**Item 2.05 Costs Associated with Exit or Disposal Activities.**

On August 12, 2008, the Company announced that it will convert more than 560 Limited Too stores across the country into its more value-oriented Justice store brand. In conjunction with the store conversion, the Company will eliminate 150 positions and close 26 underperforming stores. The conversion is expected to be completed by the end of the first fiscal quarter of 2009.

The Company expects pre-tax expenses associated with the conversion to total approximately \$18 million, with \$5 million related to severance, \$4 million related to the write-off of Limited Too signage, \$5 million related to the impairment of IT systems, and \$4 million related to store closings. Of these pre-tax expenses, approximately \$7 million (related to severance and lease obligations) are expected to be cash expenditures.

The above estimated costs and charges are preliminary and may vary materially based on various factors, including timing in execution of the conversion program and changes in our assumptions and projections.

**Item 7.01 Regulation FD Disclosure.**

On August 12, 2008, Tween Brands, Inc. (the Company ) issued a press release announcing its plan to convert more than 560 Limited Too stores across the country into its more value-oriented Justice store brand. A copy of the Company s press release is furnished as an exhibit to this Form 8-K and is incorporated herein by reference.

The information contained or incorporated by reference in this Form 8-K contains various forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and other applicable securities laws. Such statements can be identified by the use of the forward-looking words anticipate, estimate, project, target, predict, believe, intend, plan, expect, hope, risk, could, pro forma, potential, prospect, outlook words. These statements discuss future expectations, contain projections regarding future developments, operations or financial conditions, or state other forward-looking information, and include, but are not limited to, statements in the accompanying press release regarding the Company s plan to convert Limited Too stores into the Justice store brand and the expected results of the conversion, and the Company s earnings outlook for 2008 and expectations for 2009. These forward-looking statements involve various important risks, uncertainties and other factors that could cause our actual results for 2008 and beyond to differ materially from those expressed. The following factors, among others, could affect our future financial performance and cause actual future results to differ materially from those expressed or implied in any forward-looking statements included in this Form 8-K:

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Effectiveness of converting Limited Too stores to Justice stores;

Ability to convert Limited Too customers to the Justice brand;

Risk that the benefits expected from the brand conversion program will not be achieved or may take longer to achieve than expected;

Ability to grow or maintain comparable store sales;

Decline in the demand for our merchandise;

Ability to develop new merchandise;

The impact of competition and pricing;

Level of mall and power center traffic;

Effectiveness of expansion into new or existing markets;

Effectiveness of store remodels;

Availability of suitable store locations at appropriate terms;

Effectiveness of our brand awareness and marketing programs;

Ability to enforce our licenses and trademarks;

Ability to hire, retrain, and train associates;

Ability to successfully launch a new brand;

A significant change in the regulatory environment applicable to our business;

Risks associated with our sourcing and logistics functions;

Changes in existing or potential trade restrictions, duties, tariffs or quotas;

Currency and exchange risks;

Changes in consumer spending patterns, consumer preferences and overall economic conditions;

The potential impact of health concerns relating to severe infectious diseases, particularly on manufacturing operations of our vendors in Asia and elsewhere;

Impact of modifying and implementing new information technology systems, particularly on the security of our computer network;

Outcome of various legal proceedings;

Impact of product recalls;

Acts of terrorism in the U.S. or worldwide; and

Other risks that may be described in other reports and filings we make with the Securities and Exchange Commission.

Future economic and industry trends that could potentially impact revenue and profitability are difficult to predict. Therefore, there can be no assurance that the forward-looking statements included herein will prove to be accurate. The inclusion of forward-looking statements should not be regarded a representation by us, or

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any other person, that our objectives will be achieved. The forward-looking statements made herein are based on information presently available to us, as the management of the Company. We assume no obligation to publicly update or revise our forward-looking statements even if experience or future changes make it clear that any projected results expressed or implied therein will not be realized.

**Item 9.01. Exhibits.**

**(c) Exhibits.**

<i>Exhibit No.</i>	<i>Description</i>
99.1	* Press Release, dated August 12, 2008, entitled Tween Brands To Convert Retail Stores To Justice Brand To Drive Growth And Profitability.

\* Furnished with this report.

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**SIGNATURE**

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 hereunto duly authorized.

TWEEN BRANDS, INC.

Date: August 13, 2008

By: /s/ Rolando de Aguiar  
Rolando de Aguiar  
Executive Vice President and Chief Financial  
Officer  
(Principal Financial and Accounting Officer)

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