

ABERCROMBIE & FITCH CO /DE/

Form 8-K

November 17, 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): November 17, 2008 (November 14, 2008)  
ABERCROMBIE & FITCH CO.**

(Exact name of registrant as specified in its charter)

Delaware

1-12107

31-1469076

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

6301 Fitch Path, New Albany, Ohio 43054

(Address of principal executive offices) (Zip Code)

(614) 283-6500

(Registrant's telephone number, including area code)

Not Applicable

(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:

- 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 November 14, 2008, Abercrombie & Fitch Co. (the Registrant ) issued a news release (the Release ) reporting the Registrant s unaudited financial results for the thirteen weeks (quarterly period) and thirty-nine weeks ended November 1, 2008 and updating the Registrant s guidance in respect of net income per share on a fully-diluted basis for the fourth quarter of fiscal 2008 (the fiscal year ending January 31, 2009) and for fiscal 2008. A copy of the Release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The Registrant also made available in conjunction with the Release additional quarterly financial information as of and for the quarterly periods ended November 1, 2008, August 2, 2008 and May 3, 2008 and as of the end of and for each of the quarterly periods in the fiscal years ended February 2, 2008, February 3, 2007 and January 28, 2006. The additional quarterly financial information is furnished as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

The Registrant s management conducted a conference call on November 14, 2008, at approximately 8:30 a.m., Eastern Time, to review the Registrant s financial results for the thirteen weeks ended November 1, 2008. Additionally, the Registrant s management addressed plans for the fourth quarter of the fiscal year ending January 31, 2009 on the conference call. A copy of the transcript of the conference call is furnished as Exhibit 99.3 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 8.01. Other Events.**

In the Release, the Registrant also announced that the Board of Directors of the Registrant had declared a quarterly cash dividend of \$0.175 per share in respect of the Registrant s Class A Common Stock. The dividend was declared on November 14, 2008 and is payable on December 16, 2008 to stockholders of record at the close of business on November 28, 2008.

**Item 9.01. Financial Statements and Exhibits.**

(a) through (c) Not applicable

(d) Exhibits:

The following exhibits are included with this Current Report on Form 8-K:

Exhibit No.	Description
99.1	News Release issued by Abercrombie & Fitch Co. on November 14, 2008
99.2	Additional Quarterly Financial Information made available by Abercrombie & Fitch Co. in conjunction with News Release on November 14, 2008
99.3	Transcript of conference call held by management of Abercrombie & Fitch Co. on November 14, 2008

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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.

ABERCROMBIE & FITCH CO.

Dated: November 17, 2008

By: /s/ Brian Logan  
Brian Logan  
Vice President, Finance and Controller

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