

ABERCROMBIE & FITCH CO /DE/  
Form 8-K  
August 17, 2012

**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 14, 2012

**ABERCROMBIE & FITCH CO.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-12107**  
(Commission  
File Number)

**31-1469076**  
(IRS Employer  
Identification No.)

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**6301 Fitch Path, New Albany, Ohio**  
(Address of principal executive offices)

**(614) 283-6500**

**43054**  
(Zip Code)

(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))

Item 2.02. Results of Operations and Financial Condition.

On August 15, 2012, Abercrombie & Fitch Co. (the Registrant) issued a press release (the Release) reporting the Registrant's unaudited financial results for the thirteen weeks (quarterly period) and twenty-six weeks (year-to-date period) ended July 28, 2012. A copy of the Release is included 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 unaudited quarterly financial information as of and for the quarterly periods and year-to-date periods in the fiscal years ending February 2, 2013 and the fiscal year ended January 28, 2012. Additional financial information was made available for the fiscal years ended January 29, 2011, January 30, 2010 and January 31, 2009. The additional financial information is furnished as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

The Registrant also made available in conjunction with the Release an investor presentation of results for the quarterly period ended July 28, 2012. The presentation, which is available under the Investor Presentations tab in the Investors section of the Registrant's website, located at [www.abercrombie.com](http://www.abercrombie.com), is furnished as Exhibit 99.3 to this Current Report on Form 8-K and is incorporated herein by reference.

The Registrant's management conducted a conference call on August 15, 2012, at approximately 8:30 a.m., Eastern Time, to review the Registrant's financial results for the thirteen-week period ended July 28, 2012. A copy of the transcript of the conference call is furnished as Exhibit 99.4 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 August 14, 2012 and is payable on September 11, 2012 to shareholders of record at the close of business on August 27, 2012. At the meeting of the Board of Directors of the Registrant held on August 14, 2012, the Board authorized the repurchase of an additional ten million shares of the Registrant's Class A Common Stock. This authorization is in addition to the 12,918,968 shares of Class A Common Stock which remained available in the aggregate as of August 14, 2012 for repurchase under the November 20, 2007 and May 15, 2012 authorizations by the Registrant's Board of Directors to repurchase shares of the Registrant's Class A Common Stock.

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	Press Release issued by Abercrombie & Fitch Co. on August 15, 2012
99.2	Additional Unaudited Quarterly and Year-To-Date Financial Information made available by Abercrombie & Fitch Co. in conjunction with Press Release on August 15, 2012
99.3	Investor presentation of results for the quarterly period ended July 28, 2012 made available by Abercrombie & Fitch Co. with the Press Release issued on August 15, 2012
99.4	Transcript of conference call held by management of Abercrombie & Fitch Co. on August 15, 2012 [Remainder of page intentionally left blank; signature page follows]

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: August 17, 2012

By: /s/ Jonathan E. Ramsden  
Jonathan E. Ramsden  
Executive Vice President and Chief Financial Officer

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INDEX TO EXHIBITS

Current Report on Form 8-K

Dated August 17, 2012

Abercrombie & Fitch Co.

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