

ABERCROMBIE & FITCH CO /DE/  
Form 8-K  
November 18, 2010

**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 18, 2010 (November 12, 2010)**

**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)

Registrant's telephone number, including area code: **(614) 283-6500**

**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 16, 2010, 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 thirty-nine weeks ended October 30, 2010. 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 unaudited quarterly financial information as of and for the quarterly periods in the fiscal year ending January 29, 2011 ( Fiscal 2010 ) and the fiscal year ended January 30, 2010 and year-to-date financial information for Fiscal 2010. Additional financial information was made available for the fiscal years ended January 31, 2009, February 2, 2008 and February 3, 2007. 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 October 30, 2010 and for Fiscal 2010 year-to-date. 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 November 16, 2010, at approximately 8:30 a.m., Eastern Time, to review the Registrant s financial results for the thirteen week period ended October 30, 2010. 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 November 12, 2010 and is payable on December 14, 2010 to shareholders of record at the close of business on November 26, 2010.

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 November 16, 2010  |
| 99.2        | Additional Unaudited Quarterly and Year-to-Date Financial Information made available by Abercrombie & Fitch Co. in conjunction with Press Release on November 16, 2010  |
| 99.3        | Investor presentation of results for the quarterly period ended October 30, 2010 and for Fiscal 2010 year-to-date made available by Abercrombie & Fitch Co. in conjunction with the Press Release issued on November 16, 2010 |
| 99.4        | Transcript of conference call held by management of Abercrombie & Fitch Co. on November 16, 2010  |

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 18, 2010

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

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