

ABERCROMBIE & FITCH CO /DE/  
Form 8-K  
May 20, 2008

**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): May 20, 2008 (May 16, 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 May 16, 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) ended May 3, 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 period ended 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 May 16, 2008, at approximately 8:30 a.m., Eastern Time, to review the Registrant s financial results for the thirteen weeks ended May 3, 2008. Additionally, the Registrant s management addressed plans for the first half 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 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 May 16, 2008 and is payable on June 17, 2008 to stockholders of record at the close of business on May 30, 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 May 16, 2008  |
| 99.2        | Additional Quarterly Financial Information made available by Abercrombie & Fitch Co. in conjunction with News Release on May 16, 2008 |
| 99.3        | Transcript of conference call held by management of Abercrombie & Fitch Co. on May 16, 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: May 20, 2008

By: /s/ Michael W. Kramer  
Michael W. Kramer  
Executive Vice President and Chief  
Financial Officer

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Dated May 20, 2008  
Abercrombie & Fitch Co.

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