

ABERCROMBIE & FITCH CO /DE/

Form 8-K

November 02, 2011

**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 1, 2011

**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 8.01. Other Events.

On November 1, 2011, the United States District Court for the Southern District of Ohio (the Court ) gave preliminary approval to a proposed settlement of the consolidated derivative litigation involving Abercrombie & Fitch Co. (the Registrant ) currently pending in that Court. The Court also set a hearing (the Fairness Hearing ) for December 13, 2011 to determine whether the proposed settlement should be finally approved and to consider an award of fees and expenses to plaintiffs counsel. The Court also directed that notice be given to the Registrant s stockholders concerning the proposed settlement and their right to be heard in connection with the Fairness Hearing.

Item 9.01. Financial Statements and Exhibits.

(a) through (c): Not applicable.

(d) Exhibits:

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

Exhibit No.	Description
99.1	Order Preliminarily Approving Settlement and Setting Settlement Hearing
99.2	Notice of Pendency and Proposed Settlement of Stockholder Derivative Litigation
99.3	Stipulation and Agreement of Settlement dated as of October 27, 2011 [Remainder of page intentionally left blank; signature on following page]

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 1, 2011

By: /s/ Ronald A. Robins, Jr.  
Ronald A. Robins, Jr.  
Senior Vice President, General Counsel and Secretary

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Current Report on Form 8-K

Dated November 1, 2011

Abercrombie & Fitch Co.

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