

ABERCROMBIE & FITCH CO /DE/  
Form 8-K  
August 28, 2014

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 28, 2014

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 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))

Item 2.02. Results of Operations and Financial Condition.

On August 28, 2014, 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 August 2, 2014. 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 Release contains non-GAAP financial measures reflecting adjustments to the Registrant's net income and net income per diluted share for the thirteen and twenty-six week periods (quarterly and year-to-date periods) ended August 2, 2014 and August 3, 2013. A reconciliation between the relevant GAAP financial measures and the non-GAAP financial measures is contained in the Release. As used herein, "GAAP" refers to accounting principles generally accepted in the United States of America.

The Registrant also made available in conjunction with the Release additional unaudited quarterly financial information as of and for the quarterly periods for Fiscal 2013 and 2014. Additional financial information was made available for the fiscal years ended February 1, 2014, February 2, 2013, January 28, 2012 and January 29, 2011. 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 August 2, 2014. 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 28, 2014 at approximately 8:30 a.m., Eastern Daylight Saving Time, to review the Registrant's financial results for the thirteen-week period ended August 2, 2014. 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 \$0.20 per share in respect of the Registrant's Class A Common Stock. The dividend was declared on August 20, 2014 and is payable on September 10, 2014 to shareholders of record at the close of business on September 2, 2014.

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 28, 2014

99.2 Additional Unaudited Quarterly and Fiscal Year Financial Information made available by Abercrombie & Fitch Co. in conjunction with the Press Release on August 28, 2014

99.3 Investor presentation of results for the quarterly period ended August 2, 2014 made available by Abercrombie & Fitch Co. with the Press Release issued on August 28, 2014

99.4 Transcript of conference call held by management of Abercrombie & Fitch Co. on August 28, 2014

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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: August 28, 2014

By: /s/ Joanne C. Crevoiserat  
Joanne C. Crevoiserat  
Executive Vice President - Finance and Chief Financial Officer

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