

ABERCROMBIE & FITCH CO /DE/  
Form 8-K  
October 21, 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): October 17, 2014

ABERCROMBIE & FITCH CO.  
(Exact name of registrant as specified in its charter)

|   |                                     |  |
|---|-------------------------------------|--|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 1-12107<br>(Commission File Number) | 31-1469076<br>(IRS Employer<br>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))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 17, 2014, Abercrombie & Fitch Co. (the “Registrant”) entered into indemnification agreements with each of its directors. The agreements provide for, among other things: the indemnification of such persons by the Registrant to the fullest extent permitted or required by the laws of the State of Delaware; the advancement to such persons by the Registrant of certain expenses; related procedures and presumptions of entitlement; and other related matters. The Registrant intends to enter into substantially identical agreements with each of its executive officers and certain other officers in the near future. The foregoing description of the indemnification agreements is not complete and is qualified in its entirety by reference to the full text of the form of such agreement, which is filed as Exhibit 10.1 hereto and incorporated herein by this reference.

Item 9.01. Financial Statements and Exhibits.

(a) through (c) Not applicable

(d) Exhibits:

The following exhibit is included with this Current Report on Form 8-K:

| Exhibit No. | Description  |
|-------------|--|
| 10.1        | Form of Director and Officer Indemnification Agreement |

[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.

Dated: October 21,  
2014

ABERCROMBIE & FITCH CO.

By: /s/ Robert E. Bostrom

Robert E. Bostrom  
Senior Vice President, General  
Counsel  
and Corporate Secretary

---

INDEX TO EXHIBITS

| Exhibit No. | Description  |
|-------------|--|
| 10.1        | Form of Director and Officer Indemnification Agreement |