

TWEEN BRANDS, INC.  
Form 8-K  
November 16, 2009

**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 16, 2009**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other Jurisdiction of  
Incorporation)

**1-14987**

(Commission File Number)

**31-1333930**

(IRS Employer Identification No.)

**8323 Walton Parkway**

**New Albany, Ohio**

(Address of Principal Executive Offices)

**43054**

(Zip Code)

Registrant's telephone number, including area code: **(614) 775-3500**

**N/A**

(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 November 16, 2009, Tween Brands, Inc., a Delaware corporation (the “Company”) issued a press release announcing its financial results for the third quarter and year-to-date period ended October 31, 2009. A copy of the Company’s press release is furnished as an exhibit to this Form 8-K and is incorporated herein by reference.

The information contained or incorporated by reference in this Form 8-K contains various “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 and other applicable securities laws. Such statements can be identified by the use of the forward-looking words “anticipate,” “estimate,” “project,” “target,” “predict,” “believe,” “intend,” “plan,” “expect,” “hope,” “risk,” “could,” “pro forma,” “potential,” “prospect,” “outlook,” “forecast.” These statements discuss future expectations, contain projections regarding future developments, operations or financial conditions, or state other forward-looking information, and include, but are not limited to, statements in the accompanying press release regarding the company’s earnings outlook and store growth plans for 2009. These forward-looking statements involve various important risks, uncertainties and other factors that could cause our actual results for 2009 and beyond to differ materially from those expressed. The following factors, among others, could affect our future financial performance and cause actual future results to differ materially from those expressed or implied in any forward-looking statements included in this Form 8-K:

- The failure of Tween Brands, Inc’s stockholders to adopt the merger agreement with Dress Barn;
- Failure to consummate or delay in consummating the merger for other reasons:
- Effectiveness of converting Limited Too stores to Justice stores;
- Ability to convert Limited Too customers to the Justice brand;
- Risk that the benefits expected from the brand conversion program will not be achieved or may take longer to achieve than expected;
- Ability to grow or maintain comparable store sales;
- Decline in the demand for our merchandise;
- Ability to develop new merchandise;
- The impact of competition and pricing;
- Level of mall and power center traffic;
- Effectiveness of expansion into new or existing markets;
- Effectiveness of store remodels;
- Availability of suitable store locations at appropriate terms;
- Effectiveness of our brand awareness and marketing programs;

- Ability to enforce our licenses and trademarks;
- Ability to hire, retain and train associates;
- Ability to successfully launch a new brand;
- A significant change in the regulatory environment applicable to our business;
- Risks associated with our sourcing and logistics functions;

- Changes in existing or potential trade restrictions, duties, tariffs or quotas;
- Currency and exchange risks;
- Changes in consumer spending patterns, consumer preferences and overall economic conditions;
- Ability to comply with restrictions and covenants in our credit facilities;
- Ability to satisfy NYSE continued listing standards;
- Potential impairment of long-lived assets;
- Ability to service our debt;
- The security of our computer networks;
- The potential impact of health concerns relating to severe infectious diseases, particularly on manufacturing operations of our vendors in Asia and elsewhere;
- Outcome of various legal proceedings;
- Impact of product recalls;
- Ability to service our debt;
- Acts of terrorism in the U.S. or worldwide; and
- Other risks that may be described in other reports and filings we make with the Securities and Exchange Commission.

Future economic and industry trends that could potentially impact revenue and profitability are difficult to predict. Therefore, there can be no assurance that the forward-looking statements included herein will prove to be accurate. The inclusion of forward-looking statements should not be regarded a representation by us, or any other person, that our objectives will be achieved. The forward-looking statements made herein are based on information presently available to us, as the management of the Company. We assume no obligation to publicly update or revise our forward-looking statements even if experience or future changes make it clear that any projected results expressed or implied therein will not be realized.

#### **Additional Information and Where to Find It**

On June 24, 2009, the Company entered into an Agreement and Plan of Merger (the “Merger Agreement”) with The Dress Barn, Inc., a Connecticut corporation (“Parent”), and Thailand Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Parent (“Purchaser”). Pursuant to the Merger Agreement and subject to the conditions set forth therein, Purchaser will merge with and into the Company (the “Merger”), with the Company surviving as a wholly owned subsidiary of Parent.



In connection with the proposed Merger, Parent filed with the Securities and Exchange Commission (“SEC”) a Registration Statement on Form S-4 containing a proxy statement/prospectus for the stockholders of the Company and each of the Company and Parent have filed other documents with the SEC regarding the proposed merger transaction. The definitive proxy statement/prospectus was mailed to stockholders of the Company on or about October 27, 2009. **THE COMPANY’S STOCKHOLDERS AND INVESTORS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY, BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED MERGER.** Company stockholders and other investors will be able to obtain copies of these materials (when they are available) without charge from the SEC through the SEC’s Web site at [www.sec.gov](http://www.sec.gov). These documents can also be obtained free of charge from Parent by directing a request to Parent, 30 Dunnigan Drive, Suffern, NY 10901 Attention: Investor Relations Department (telephone: 845-469-4602) or accessing them on Parent’s corporate Web site at [www.dressbarn.com](http://www.dressbarn.com) , or from the Company by directing a request to the Company, 8323 Walton Parkway, New Albany, OH 43054 Attention: Investor Relations (telephone: 614 775-3739) or accessing them on the Company’s corporate Web site at [www.tweenbrands.com](http://www.tweenbrands.com).

Parent, the Company and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from stockholders in connection with the proposed transaction under the rules of the SEC. Information about the directors and executive officers of Parent may be found in its 2009 Annual Report on Form 10-K filed with the SEC on September 21, 2009 and in its definitive proxy statement relating to its 2009 Annual Meeting of Shareholders filed with the SEC on November 9, 2009. Information about the directors and executive officers of the Company may be found in its 2008 Annual Report on Form 10-K filed with the SEC on March 31, 2009 and in its definitive proxy statement relating to its 2009 Annual Meeting of Stockholders filed with the SEC on April 9, 2009. These documents can be obtained free of charge from the sources indicated above. Additional information regarding the interests of these participants is also included in the definitive proxy statement/prospectus regarding the proposed transaction that was mailed to stockholders of the Company on or about October 27, 2009.

#### **Item 9.01. Financial Statements and Exhibits.**

##### **(d) Exhibits.**

99.1 \*            Press Release, dated November 16, 2009, entitled “Tween Brands Reports Third Quarter 2009 Results.”

\* Furnished with this report.

**SIGNATURES**

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.

**TWEEN BRANDS, INC.**  
*(Registrant)*

Date: November 16, 2009

By: /s/ Rolando de Aguiar  
Rolando de Aguiar  
Executive Vice President and Chief Financial Officer  
(Principal Financial and Accounting Officer)

**EXHIBIT INDEX**

<i>Exhibit No.</i>	<i>Description</i>
99.1 *	Press Release, dated November 16, 2009, entitled "Tween Brands Reports Third Quarter 2009 Results."

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