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TOO INC Form 8-K May 07, 2003

> 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: APRIL 29, 2003

TOO, INC. (EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware (STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION) 1-14987 (COMMISSION FILE NO.) 31-1333930 (IRS EMPLOYER IDENTIFICATION NUMBER)

8323 Walton Parkway New Albany, Ohio 43054 (614) 775-3500 (ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER INCLUDING AREA CODE OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

Not Applicable (FORMER NAME OR FORMER ADDRESS, IF CHANGED SINCE LAST REPORT)

ITEM 5. OTHER EVENTS.

On April 29, 2003, Too, Inc. ("Too") and Too's U.S. subsidiaries (the "Too U.S. Subsidiaries") entered into a credit agreement (the "Credit Agreement") among Too, as Borrower, the Too U.S. Subsidiaries, as Guarantors, the Lenders party thereto, and National City Bank, as Administrative Agent (as such undefined terms are defined in the Credit Agreement). The Credit Agreement provides for a three-year \$100,000,000 unsecured revolving credit facility. A copy of the Credit Agreement is filed with this Form 8-K as Exhibit 10.1 and is incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

10.1 Credit Agreement, dated April 29, 2003, among Too, Inc., as Borrower, the U.S. subsidiaries of Too, Inc., as Guarantors, the Lenders party thereto, and National City Bank, as Administrative Agent.

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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.

TOO, INC.

Date: May 7, 2003

By: /s/ Kent A. Kleeberger

Kent A. Kleeberger Executive Vice President, Chief Operating Officer, Chief Financial Officer, Secretary and Treasurer

EXHIBIT INDEX

Exhibit No.

Description

10.1 * Credit Agreement, dated April 29, 2003, among Too, Inc., as Borrower, the U.S. subsidiaries of Too, Inc., as Guarantors, the Lenders party thereto, and National City Bank, as Administrative Agent.

* Filed with this report.