

TOO, INC.  
Form 15-12B  
June 12, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 15  
CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION  
UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934  
OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Commission File Number: 1-14987  
TOO, INC. SAVINGS AND RETIREMENT PLAN  
(Exact Name of Registrant as specified in its charter)**

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)**

Interests of Participants in the Too, Inc. Savings and Retirement Plan  
**(Title of each class of securities covered by this form)**

None

**(Titles of all other classes of securities for which a duty  
to file reports under section 13(a) or 15(d) remains)**

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)	<input type="radio"/>	Rule 12h-3(b)(1)(ii)	<input type="radio"/>
Rule 12g-4(a)(1)(ii)	<input type="radio"/>	Rule 12h-3(b)(2)(i)	<input type="radio"/>
Rule 12g-4(a)(2)(i)	<input type="radio"/>	Rule 12h-3(b)(2)(ii)	<input type="radio"/>
Rule 12g-4(a)(2)(ii)	<input type="radio"/>	Rule 15d-6	<input type="radio"/>
Rule 12h-3(b)(1)(i)	<input checked="" type="radio"/>		

Approximate number of holders of record as of the certification or notice date: none

Pursuant to the requirements of the Securities Exchange Act of 1934, the Too, Inc. Savings and Retirement Plan has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

**TOO, INC. SAVINGS AND RETIREMENT PLAN**

Date: June 12, 2006

By: /s/ Poe A. Timmons

Poe A. Timmons  
Senior Vice President and Chief Financial Officer  
(Principal Financial Officer)