

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE TO/A

(RULE 14d-100)

Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1) of  
the Securities Exchange Act of 1934

(Amendment No. 2)

INTIMATE BRANDS, INC.  
(Name of Subject Company)

THE LIMITED, INC.  
AND  
INTIMATE BRANDS HOLDING CO., INC.  
(Names of Filing Persons -Offerors)  
CLASS A COMMON STOCK, PAR VALUE \$.01 PER SHARE  
(Title of Class of Securities)

461156-101  
(Cusip Number of Class of Securities)

Samuel P. Fried  
The Limited, Inc.  
P.O. Box 16000  
Columbus, Ohio 43216  
Telephone: (614) 415-7000  
(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of Filing Persons)

Copies to:  
Dennis S. Hersch  
David L. Caplan  
Davis Polk & Wardwell  
450 Lexington Avenue  
New York, New York 10017  
Telephone: (212) 450-4000

CALCULATION OF FILING FEE

Transaction valuation*	Amount of filing fee**
\$1,539,613,818.75	\$141,644.47

\*Estimated solely for the purpose of calculating the filing fee, based on the product of (i) \$17.25, the average of the high and low prices of Intimate Brands Class A common stock as reported on the New York Stock Exchange on January 29, 2002 and (ii) the expected maximum number of shares of Class A common stock of Intimate Brands that may be acquired in the exchange offer and merger (including shares outstanding and vested stock options) to which this Tender Offer Statement relates.

\*\*0.0092% of the Transaction Value.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$141,644.47      Filing Party: The Limited, Inc.  
Form or Registration No.: Form S-4      Date Filed: February 5, 2002

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.  
 issuer tender offer subject to Rule 13e-4.  
 going-private transaction subject to Rule 13e-3.

Check the following box if the filing is a final amendment reporting the results of the tender offer. 9

Items 1 through 11.

This Amendment No. 2 ("Amendment No. 2") amends and supplements the Tender Offer Statement on Schedule TO as initially filed on February 5, 2002 (as previously amended and as amended hereby, the "Schedule TO") by The Limited, Inc., a Delaware corporation ("The Limited"), and Intimate Brands Holding Co., Inc. ("IB Holdings"), a Delaware corporation and a wholly owned subsidiary of The Limited. This Schedule TO relates to the offer by IB Holdings to exchange 1.046 shares of common stock, par value \$.50 per share, of The Limited for each outstanding share of Class A common stock, par value \$.01 per share, of Intimate Brands, Inc., a Delaware corporation ("Intimate Brands"), upon the terms and subject to the conditions set forth in the Prospectus, dated February 5, 2002, and in the related Letter of Transmittal, copies of which have been filed as Exhibits to the Schedule TO (which, together with any amendments or supplements thereto, collectively constitute the "Offer").

Beginning on February 5, 2002 and continuing thereafter, a total of twelve separate lawsuits have been filed in the Delaware Court of Chancery on behalf of a purported class of public shareholders of Intimate Brands relating to the announcement by The Limited that it was commencing the Offer. The Delaware actions are styled Harbor Finance Partners v. Kirwan, et al., C.A. No. 19380-NC; Sprina v. Intimate Brands, Inc., et al., C.A. No. 19381-NC; Vogel v. Gee, et al., C.A. No. 19382-NC; Helwig v. Wexner, et al., C.A. No. 19383-NC; Carco v. Intimate Brands, Inc., et al., C.A. No. 19384-NC; Griffith v. Intimate Brands, Inc., et al., C.A. No. 19385-NC; Hollingsworth v. Intimate Brands, Inc., et al., C.A. No. 19386-NC; Imecho v. Wexner, et al., C.A. No. 19387-NC; Oliver v. Gee, et al., C.A. No. 19388-NC; Burke Trading LLC v. Gee, et al., C.A. No. 19389-NC; Zenderman v. Gee, et al., C.A. No. 19390-NC; and Lustman v. Wexner, et al., C.A. No. 19391-NC. A similar action was filed in the Ohio Court of Common Pleas in Franklin County, Ohio, styled Cameron v. Wexner, et al., Case No. 02-CVH-021342. The actions generally name as defendants The Limited, Intimate Brands and the members of Intimate Brands' board of directors, and generally allege that the consideration offered by The Limited to Intimate Brands' public shareholders in the Offer is inadequate and unfair and that The Limited and the individual defendants breached their fiduciary duties to Intimate Brands' public shareholders in formulating and making the Offer. The actions seek to proceed on behalf of a class of Intimate Brands shareholders other than the defendants, seek preliminary and permanent injunctive relief against the consummation of the Offer, seek monetary damages in an unspecified amount and seek recovery of plaintiffs' costs and attorneys' fees. On February 6, 2002, plaintiff in the Cameron action filed a motion seeking expedited production of documents in that action. The Limited and the other defendants have not yet had an opportunity to respond to that motion. These actions are in their earliest stages. The Limited believes the allegations are without merit and intends to defend against them vigorously.

Item 12. Exhibits.

Item 12 is hereby amended and supplemented by adding the following exhibits:

- (a)(13) Transcript of the recorded sales conference call held on February 7, 2002 by The Limited (incorporated by reference to the filing on February 7, 2002 by The Limited pursuant to Rule 425 under the Securities Act of 1933).
- (a)(14) Transcript of the recorded sales conference call held on February 7, 2002 by Intimate Brands, Inc. (incorporated by reference to the filing on February 7, 2002 by The Limited pursuant to Rule 425 under the Securities Act of 1933).
- (a)(15) Press released issued by The Limited on February 7, 2002 announcing its January sales results (incorporated by reference to the filing on February 7, 2002 by The Limited pursuant to Rule 425 under the Securities Act of 1933).
- (a)(16) Press release issued by Intimate Brands, Inc. on February 7, 2002 announcing its January sales results (incorporated by reference to the filing on February 7, 2002 by The Limited pursuant to Rule 425 under the Securities Act of 1933).



SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

THE LIMITED, INC.

By: /s/ V. ANN HAILEY

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Name: V. Ann Hailey  
Title: Executive Vice President  
and Chief Financial Officer

INTIMATE BRANDS HOLDING CO., INC.

By: /s/ V. ANN HAILEY

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Name: V. Ann Hailey  
Title: President