

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
LIMITED BRANDS, INC.
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

5621
(Primary Standard Industrial
Classification Code Number)

31-1029810
(I.R.S. Employer
Identification Number)

Three Limited Parkway
P.O. Box 16000
Columbus, Ohio 43216
(614) 415-7000
(Address, including zip code, and telephone number, including area code,
of Registrant's principal executive offices)

SAMUEL P. FRIED
Senior Vice President and General
Counsel
Limited Brands, Inc.
Three Limited Parkway, P.O. Box 16000
Columbus, Ohio 43216
(614) 415-7000
(Name, address, including zip code, and telephone number, including area
code, of agent for service)

Copies to:

SARAH BESHAR
Davis Polk & Wardwell
450 Lexington Avenue
New York, New York 10017
(212) 450-4000

JEAN HANSON
Fried, Frank, Harris, Shriver &
Jacobson
One New York Plaza
New York, New York 10004
(212) 859-8000

Approximate date of commencement of proposed sale to the public: As soon as
practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a
delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, please check the following box. [] _____

If this Form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following
box and list the Securities Act registration statement number of the earlier
effective registration statement for the same offering. [X] 33-53366

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under
the Securities Act, check the following box and list the Securities Act
registration statement number of the earlier effective registration statement
for the same offering. _____

If this form is a post-effective amendment filed pursuant to Rule 462(d) under
the Securities Act, check the following box and list the Securities Act
registration statement number of the earlier effective registration statement
for the same offering. [] _____

If delivery of the prospectus is expected to be made pursuant to Rule 434,
please check the following box. [] _____

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Debt Securities	\$50,000,000	100%	\$50,000,000	\$4,600.00

(1) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457 under the Securities Act of 1933.

Incorporation by Reference of Registration Statement on Form S-3, File No. 33-53366

Limited Brands, Inc. (the "Company")(formerly named The Limited, Inc.) hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Registration Statement on Form S-3 (File No. 33-53366) declared effective on February 25, 1993 by the Securities and Exchange Commission (the "Commission"), including each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto.

Exhibits

The following documents are filed as exhibits to this Registration Statement.

Exhibit Number	Description
5.1	Opinion of Davis Polk & Wardwell
15.1	Awareness Letter of PricewaterhouseCoopers LLP
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Davis Polk & Wardwell (included in Exhibit 5.1)
25.1	Powers of Attorney (included as an exhibit to the Registration Statement on Form S-3, File No. 33-53366)*

*Previously filed

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus, State of Ohio, on this 25th day of November, 2002.

LIMITED BRANDS, INC.

By: /s/ V. Ann Hailey

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

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacity and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ Leslie H. Wexner ----- Leslie H. Wexner	Chairman of the Board of Directors, President and Chief Executive Officer	November 25, 2002
/s/ V. Ann Hailey ----- V. Ann Hailey	Director, Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	November 25, 2002
----- Eugene M. Freedman	Director	
----- E. Gordon Gee	Director	
----- James L. Heskett	Director	
* ----- David T. Kollat	Director	November 25, 2002
/s/ Leonard A. Schlesinger ----- Leonard A. Schlesinger	Director	November 25, 2002
----- Donald B. Shackelford	Director	
* ----- Allan R. Tessler	Director	November 25, 2002

Signature

Title

Date

- -----
Alex Shumate

Director

*

- -----
Martin Trust

Director

November 25, 2002

- -----
Abigail S. Wexner

Director

*

- -----
Raymond Zimmerman

Director

November 25, 2002

*By: /s/ Leslie H. Wexner

Leslie H. Wexner
Attorney-in-fact

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DAVIS POLK & WARDWELL
450 LEXINGTON AVENUE
NEW YORK, NY 10017

November 25, 2002

Limited Brands, Inc.
Three Limited Parkway, P.O. Box 16000
Columbus, Ohio

Ladies and Gentlemen:

We have acted as special counsel to Limited Brands, Inc. (the "Company") in connection with the Company's Registration Statement on Form S-3 (the "Abbreviated Registration Statement") filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, for the registration of \$50,000,000 aggregate principal amount of debt securities (the "Debt Securities"). The Debt Securities are to be purchased by certain underwriters and offered for sale to the public together with the securities registered pursuant to a Registration Statement on Form S-3 (File No. 33-53366) of the Company that was declared effective on February 25, 1993 (the "Initial Registration Statement").

We have examined such documents and such matters of fact and law that we have deemed necessary for the purpose of rendering the opinion expressed herein. Based upon the foregoing, we are of the opinion that when the Debt Securities have been duly issued and delivered against payment therefor in accordance with the terms of the Terms Agreement dated the date hereof, the Debt Securities will constitute valid and legally binding obligations of the Company enforceable against the Company in accordance with their terms, subject to (i) bankruptcy, insolvency and other similar laws now or hereafter in effect relating to or affecting creditors' rights generally and (ii) general principles of equity (regardless of whether considered in a proceeding in equity or at law).

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Abbreviated Registration Statement and to the reference to our name under the caption "Legal Opinions" in the prospectus included in the Initial Registration Statement and incorporated by reference in the Abbreviated Registration Statement.

Very truly yours,

/s/ Davis Polk & Wardwell

November 25, 2002

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Commissioners:

We are aware that our reports dated May 20, 2002 and August 22, 2002 on our reviews of interim financial information of Limited Brands, Inc. (the "Company") as of and for the periods ended May 4, 2002 and August 3, 2002 and included in the Company's quarterly reports on Form 10-Q for the quarters then ended are incorporated by reference in its Registration Statement on Form S-3 dated November 25, 2002.

Very truly yours,

/s/ PricewaterhouseCoopers LLP

Columbus, Ohio

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated February 28, 2002, except for Note 14 as to which the date is March 21, 2002, relating to the financial statements, which appear in the 2001 Annual Report to Shareholders, which is incorporated by reference in Limited Brands' Annual Report on Form 10-K for the year ended February 2, 2002. We also consent to the references to us under the headings "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP

Columbus, Ohio

November 25, 2002