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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**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): August 19, 2009

**Limited Brands, Inc.**

(Exact Name of Registrant  
as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**1-8344**

(Commission File Number)

**31-1029810**

(IRS Employer Identification No.)

**Three Limited Parkway  
Columbus, OH**

(Address of Principal Executive Offices)

**43230**

(Zip Code)

**(614) 415-7000**

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

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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 (see General Instruction A.2. below):

- 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))
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**Item 8.01 Other Events.**

On August 19, 2009, Limited Brands, Inc. (the "Company") announced the completion of its previously announced cash tender offer (the "Tender Offer") to purchase any and all of its \$294,600,000 outstanding 6.125% Notes due December 1, 2012 (the "Notes").

The Tender Offer, which expired at 12:00 midnight, Eastern Time, on August 18, 2009, was made pursuant to an Offer to Purchase dated July 20, 2009, and related Letter of Transmittal. The Company purchased approximately 35% of the issue. A total of \$191,461,000 in aggregate principal of the Notes remains outstanding.

A copy of the press release announcing the completion of the Tender Offer is filed herewith as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
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99.1	Press Release dated August 19, 2009 regarding the Tender Offer.
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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.

**Limited Brands, Inc.**  
(Registrant)

Date: August 19, 2009

By: /s/ Douglas L. Williams  
Name: Douglas L. Williams  
Title: Senior Vice President and General Counsel

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**Index to Exhibits**

**Exhibit No.**

**Description**

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99.1

Press Release dated August 19, 2009 regarding the Tender Offer.

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**Limited Brands, Inc. Announces Completion of its Tender Offer for 6½% Notes due 2012**

COLUMBUS, OH, Aug. 19, 2009 – Limited Brands, Inc. (NYSE: LTD) (“**Limited Brands**”) announced today the completion of its previously announced cash tender offer for any and all of its \$294,600,000 outstanding 6½% Notes due 2012, CUSIP No. 532716AH0 (the “**Notes**”).

The tender offer expired at 12:00 midnight, Eastern Time, on Aug. 18, 2009 (the “**Expiration Date**”). As of the Expiration Date, tenders have been received from holders of \$103,139,000 in aggregate principal amount of the outstanding Notes. This represents approximately 35% of the outstanding principal amount of the Notes.

A total of \$191,461,000 in aggregate principal of the Notes remains outstanding. Pursuant to the terms of the tender offer, Notes not tendered in the tender offer will remain outstanding, and the terms and conditions governing the Notes, including the covenants and other provisions contained in the indenture governing the notes, will remain unchanged.

This press release shall not constitute an offer to purchase or a solicitation of an offer to purchase with respect to any securities. The tender offer was made pursuant to the Offer to Purchase dated July 20, 2009, and the related Letter of Transmittal.

Limited Brands retained Banc of America Securities LLC and The Williams Capital Group, L.P. as the dealer managers in connection with the tender offer. Questions regarding the tender offer and requests for documents may be directed to Banc of America Securities LLC, Global Debt Advisory Services, at (888) 292-0070 (U.S. toll-free) and (980) 388-9217 (collect) and The Williams Capital Group, L.P., at (212) 373-4237. Copies of the Offer to Purchase and Letter of Transmittal can also be obtained from the information agent, D.F. King & Co., Inc. at (800) 848-3416 (U.S. toll-free) and (212) 269-5550 (collect).

**ABOUT LIMITED BRANDS:**

Limited Brands, through Victoria’s Secret, Pink, Bath & Body Works, C.O. Bigelow, La Senza, White Barn Candle Co. and Henri Bendel, presently operates 3,009 specialty stores. The company’s products are also available online at [www.VictoriasSecret.com](http://www.VictoriasSecret.com), [www.BathandBodyWorks.com](http://www.BathandBodyWorks.com), [www.HenriBendel.com](http://www.HenriBendel.com) and [www.LaSenza.com](http://www.LaSenza.com).

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## **Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995**

We caution that any forward-looking statements (as such term is defined in the Private Securities Litigation Reform Act of 1995) contained in this press release involve risks and uncertainties and are subject to change based on various important factors, many of which are beyond our control. Accordingly, our future performance and financial results may differ materially from those expressed or implied in any such forward-looking statements. Words such as “estimate,” “project,” “plan,” “believe,” “expect,” “anticipate,” “intend,” “planned,” “potential” and similar expressions may identify forward-looking statements. Risks associated with the following factors, among others, in some cases have affected and in the future could affect our financial performance and actual results and could cause actual results to differ materially from those expressed or implied in any forward-looking statements included in this press release:

- general economic conditions, consumer confidence and consumer spending patterns;
  - the global economic crisis and its impact on our suppliers, customers and other counterparties;
  - the impact of the global economic crisis on our liquidity and capital resources;
  - the dependence on a high volume of mall traffic and the possible lack of availability of suitable store locations on appropriate terms;
  - the seasonality of our business;
  - our ability to grow through new store openings and existing store remodels and expansions;
  - our ability to expand into international markets;
  - independent licensees;
  - our direct channel business including our new distribution center;
  - our failure to protect our reputation and our brand images;
  - our failure to protect our trade names and trademarks;
  - market disruptions including severe weather conditions, natural disasters, health hazards, terrorist activities or the prospect of these events;
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- stock price volatility;
  - our failure to maintain our credit rating;
  - our ability to service our debt;
  - the highly competitive nature of the retail industry generally and the segments in which we operate in particular;
  - consumer acceptance of our products and our ability to keep up with fashion trends, develop new merchandise, launch new product lines successfully, offer products at the appropriate price points and enhance our brand image;
  - our ability to retain key personnel;
  - our ability to attract, develop and retain qualified employees and manage labor costs;
  - our reliance on foreign sources of production, including risks related to:
    - political instability;
    - duties, taxes, other charges on imports;
    - legal and regulatory matters;
    - volatility in currency and exchange rates;
    - local business practices and political issues;
    - potential delays or disruptions in shipping and related pricing impacts; and
    - the disruption of imports by labor disputes;
  - the possible inability of our manufacturers to deliver products in a timely manner or meet quality standards;
  - fluctuations in energy costs;
  - increases in the costs of mailing, paper and printing;
  - self-insured risks;
  - our ability to implement and sustain information technology systems;
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- our failure to comply with regulatory requirements; and
- legal matters.

We are not under any obligation and do not intend to make publicly available any update or other revisions to any of the forward-looking statements contained in this press release to reflect circumstances existing after the date of this press release or to reflect the occurrence of future events even if experience or future events make it clear that any expected results expressed or implied by those forward-looking statements will not be realized. Additional information regarding these and other factors can be found in “Item 1A. Risk Factors” in our 2008 Annual Report on Form 10-K.

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