

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A
Amendment No. 1 to

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): February 26, 2003

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)

Explanatory Note: This Form 8-K/A amends the Form 8-K, dated February 26, 2003, of Limited Brands, Inc. (the "Company") to reflect the fact that, as anticipated, PricewaterhouseCoopers ("PwC") completed its audit of the Company's February 1, 2003 financial statements in conjunction with the filing on April 18, 2003 of the Company's Annual Report on Form 10-K for the fiscal year ended February 1, 2003. Accordingly, the Company's previously announced change in auditors became effective on April 18, 2003.

Item 4. Changes in Registrant's Certifying Accountant.

As previously reported on the Company's Form 8-K filed on February 26, 2003, on January 30, 2003, the Audit Committee of the Board of Directors of the Company decided to request proposals from each of the four largest accounting firms, including PwC, to evaluate their capabilities in connection with retaining a firm to conduct the independent audit of the Company's financial statements for the year ended January 31, 2004.

On February 26, 2003, PwC informed the Company that it would decline to stand for reelection by the Audit Committee as the Company's independent accountants.

In the Company's Form 8-K filed on April 7, 2003, the Audit Committee of the Company's Board of Directors appointed Ernst & Young LLP as its independent auditor for the year ending January 31, 2004.

On April 18, 2003, the Company filed its Annual Report on Form 10-K for the fiscal year ended February 1, 2003. In connection therewith, PwC has completed its audit of the Company's February 1, 2003 financial statements and has completed its services as the Company's independent accountants.

In connection with its audits for the two most recent fiscal years and through April 18, 2003, there have been no disagreements (as defined in Item 304(a)(1) (iv) of Regulation S-K) with PwC on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements if not resolved to the satisfaction of PwC, would have caused them to make reference thereto in their report on the financial statements for such years.

The reports of PwC on the financial statements for the past two fiscal years contained no adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principle.

A letter from PwC is attached as Exhibit 16 to this Form 8-K/A.

Item 7. Financial Statements and Exhibits.

Exhibit 16

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.

Date: April 22, 2003

By /s/ V. Ann Hailey _____
V. Ann Hailey
Executive Vice President and
Chief Financial Officer

April 22, 2003

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

Commissioners:

We have read the statements made by Limited Brands, Inc. (copy attached), which we understand will be filed with the Commission, pursuant to Item 4 of Form 8-K, as part of the Company's Form 8-K/A report dated February 26, 2003. We agree with the statements concerning our Firm in such Form 8-K/A except that we have no basis to agree or disagree with the comments made in the first paragraph thereof.

Very truly yours,

/s/ PricewaterhouseCoopers LLP