

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

Amendment No. 6

to

Schedule TO

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

**LIMITED BRANDS, INC.**

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(Name of Issuer)

**LIMITED BRANDS, INC. (Issuer)**

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(Name of Filing Person (Identifying Status as Offeror, Issuer or Other Person))

**Common Stock, \$0.50 Par Value**

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(Title of Class of Securities)

532716107

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(CUSIP Number of Class of Securities)

**Samuel P. Fried  
Senior Vice President, General Counsel and Secretary  
Limited Brands, Inc.  
Three Limited Parkway  
P.O. Box 16000  
Columbus, Ohio 43216  
Telephone (614) 415-7000**

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(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications on Behalf of Filing Persons)

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

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**CALCULATION OF FILING FEE**

<b>Transaction Valuation*</b>	<b>Amount of Filing Fee**</b>
\$2 billion	\$253,400

\* Calculated solely for the purpose of determining the amount of the filing fee. This amount is based upon the purchase of 80,000,000 outstanding shares of Common Stock at the maximum tender offer price of \$25.00 per share.

\*\* The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Advisory #7 for Fiscal Year 2004 issued by the Securities and Exchange Commission, equals \$126.70 per million of the value of the transaction.

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[x] Check the 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: \$253,400

Filing Party:

Limited Brands, Inc.

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  
 amendment to Schedule 13D under Rule 13d-2

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

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This Amendment No.6 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the "Commission") on October 7, 2004, as amended and supplemented by Amendment No. 1 to the Tender Offer Statement filed with the Commission on October 12, 2004, Amendment No. 2 to the Tender Offer Statement filed with the Commission on October 21, 2004, Amendment No. 3 to the Tender Offer Statement filed with the Commission on October 22, 2004, Amendment No. 4 to the Tender Offer Statement filed with the Commission on October 25, 2004, and Amendment No. 5 to the Tender Offer Statement filed with the Commission on October 26, 2004 (the "Schedule TO") by Limited Brands, Inc., a Delaware corporation (the "Company"), relating to the offer by the Company to purchase up to 80,000,000 shares of its common stock, \$0.50 par value per share (the "Shares"), or such lesser number of Shares as is properly tendered and not properly withdrawn, at a price determined by the Company between \$21.75 and \$25.00 per Share, without interest, on the terms and subject to the conditions set forth in an Offer to Purchase, dated October 7, 2004 and in the related Letter of Transmittal (which, as amended or supplemented from time to time, together constitute the "Offer"). This Amendment No. 6 is intended to satisfy the reporting requirements of Rule 13e-4(c)(3) of the Securities Exchange Act of 1934, as amended. Copies of the Offer to Purchase and the related Letter of Transmittal were previously filed with the Schedule TO as Exhibits (a)(1)(i) and (a)(1)(ii), respectively.

The information in the Offer is incorporated in this Amendment No.6 to the Schedule TO by reference in response to all of the applicable items in the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

#### **Item 1. Summary Term Sheet**

Item 1 of the Schedule TO is hereby amended and supplemented as follows:

The Company has extended the tender offer, which was scheduled to expire at 12:00 Midnight, New York City time, on Thursday, November 4, 2004, until 12:00 Midnight, New York City time, on Friday, November 5, 2004, unless further extended by the Company.

#### **Item 4. Terms of the Transaction**

Item 4 of the Schedule TO is hereby supplemented and amended as follows:

The Company has extended the tender offer, which was scheduled to expire at 12:00 Midnight, New York City time, on Thursday, November 4, 2004, until 12:00 Midnight, New York City time, on Friday, November 5, 2004, unless further extended by the Company.

#### **Item 11. Additional Information.**

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following:

(b)(v) On October 27, 2004, the Company issued a press release updating the Company's expectations for October 2004 sales results and third quarter 2004 earnings, and announcing the extension of the tender offer. A copy of this press release is filed as Exhibit (a)(5)(viii) to the Schedule TO and is incorporated herein by reference.

(b)(vi) On October 27, 2004, together with a copy of the above press release announcing the extension of the tender offer, the Company sent an email to its employees notifying the employees that the deadline to tender any shares held in the Company's Savings and Retirement Plan or the Associate Stock Purchase Plan is extended from Monday, November 1, 2004, until Tuesday, November 2, 2004. A copy of this notice is filed as Exhibit (a)(5)(ix) to the Schedule TO and is incorporated herein by reference.

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#### **Item 12. Exhibits**

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following:

(a)(5)(viii) Press Release, dated October 27, 2004 (updating the Company's expectations for October 2004 sales results and third quarter 2004 earnings, and announcing the extension of the tender offer).

(a)(5)(ix) Notice to Employees, dated October 27, 2004.

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## EXHIBIT INDEX

### Item 12. Exhibits.

- (a)(1)(i) Offer to Purchase dated October 7, 2004.\*
- (a)(1)(ii) Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).\*
- (a)(1)(iii) Notice of Guaranteed Delivery.\*
- (a)(1)(iv) Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees dated October 7, 2004.\*
- (a)(1)(v) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees dated October 7, 2004.\*
- (a)(1)(vi) Letter dated October 6, 2004 from Leslie H. Wexner, Chairman and Chief Executive Officer of Limited Brands, Inc.\*
- (a)(1)(vii) Letter from Savings and Retirement Plan Administrative Committee, including Letter and Notice of Instructions, to all Participants in the Savings and Retirement Plan of Limited Brands, Inc. dated October 7, 2004.\*
- (a)(1)(viii) Letter from Savings and Retirement Plan Administrative Committee to Participants in the Savings and Retirement Plan who are subject to Section 16 of the Securities and Exchange Act of 1934, as amended, dated October 7, 2004.\*
- (a)(1)(ix) Letter from Computershare Trust Co., Inc. to all Participants in the Stock Purchase Plan of Limited Brands, Inc. dated October 7, 2004.\*
- (a)(1)(x) Notice to Holders of Vested Stock Options dated October 7, 2004.\*
- (a)(5)(i) Form of summary advertisement dated October 7, 2004.\*
- (a)(5)(ii) Limited Brands Stock Tender Offer—Questions and Answers.\*
- (a)(5)(iii) October 20, 2004 investor update meeting presentation materials, part one.\*\*
- (a)(5)(iv) October 20, 2004 investor update meeting presentation materials, part two.\*\*
- (a)(5)(v) October 20, 2004 investor update meeting presentation materials, part three.\*\*
- (a)(5)(vi) October 20, 2004 investor update meeting transcript.\*\*\*
- (a)(5)(vii) Press Release, dated October 26, 2004.\*\*\*\*\*
- (a)(5)(viii) Press Release, dated October 27, 2004 (updating the Company's expectations for October 2004 sales results and third quarter 2004 earnings and announcing the extension of the tender offer).\*\*\*\*\*
- (a)(5)(ix) Notice to Employees, dated October 27, 2004.\*\*\*\*\*
- (b)(i) Five-Year Revolving Credit Agreement, dated as of October 6, 2004, among Limited Brands, Inc., the Lenders party thereto, JPMorgan Chase Bank, as Administrative Agent, and Bank of America, N.A. and Citicorp North America, Inc., as Co-Syndication Agents.\*
- (b)(ii) Term Loan Credit Agreement, dated as of October 6, 2004, among Limited Brands, Inc., the Lenders party thereto, JPMorgan Chase Bank, as Administrative Agent, and Bank of America, N.A. and Citicorp North America, Inc., as Co-Syndication Agents.\*

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- (b)(iii) Bridge Credit Agreement, dated as of October 6, 2004, among Limited Brands, Inc., the Lenders party thereto, JPMorgan Chase Bank, as Administrative Agent, and Bank of America, N.A. and Citicorp North America, Inc., as Co- Syndication Agents.\*
- (d)(1) Employment Agreement of Mark A. Giresi dated as of August 15, 2002, incorporated by reference to Exhibit 10.22 to the Company's Annual Report on Form 10K for fiscal year ended February 1, 2003.
- (d)(2) Amendment to Employment Agreement of Mark A. Giresi dated as of May 19, 2003, incorporated by reference to Exhibit (d)(4) to the Company's Tender Offer statement on Schedule TO (file no. 00533912) dated February 27, 2004.
- (d)(3) Employment Agreement of Leonard A. Schlesinger dated as of July 31, 2003, incorporated by reference to Exhibit 10 to the Company Quarterly Report on Form 10-Q for quarterly period ended August 2, 2003.
- (d)(4) Employment Agreement of V. Ann Hailey dated as of January 2, 2004, incorporated by reference to Exhibit (d)(6) to the Company's Tender Offer statement on Schedule TO (file no. 005-33912) dated February 27, 2004.
- (d)(5) Limited Brands Stock Award and Deferred Compensation Plan for Non-Associate Directors, incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-8 filed November 13, 2003.
- (d)(6) Limited Brands 1993 Stock Option and Performance Incentive Plan (2004 Restatement), incorporated by reference to Appendix A to the Company's Proxy Statement on Form 14A dated May 17, 2004.
- (d)(7) Intimate Brands 1995 Stock Option and Performance Incentive Plan (1997 Restatement), incorporated by reference to Exhibit B to the Company's Proxy Statement on Form 14A dated April 14, 1997.

\* Previously filed on Schedule TO on October 7, 2004.

\*\* Previously filed on Amendment No. 3 to Schedule TO on October 22, 2004.

\*\*\* Previously filed on Amendment No. 4 to Schedule TO on October 25, 2004.

\*\*\*\* Previously filed on Amendment No. 5 to Schedule TO on October 26, 2004.

\*\*\*\*\* Filed herewith.

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**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.

LIMITED BRANDS, INC.

By: /s/ Timothy J. Faber

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Name: Timothy J. Faber  
Title: Vice President, Treasury  
/ Mergers & Acquisitions

Dated: October 27, 2004

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# Limited Brands

## LIMITED BRANDS UPDATES EXPECTATIONS FOR OCTOBER SALES AND THIRD QUARTER EARNINGS

### – TENDER OFFER EXTENDED TWENTY-FOUR HOURS –

Columbus, Ohio (October 27, 2004) — In order to provide shareholders with the most current information available as they consider their participation in the outstanding tender offer, Limited Brands, Inc. (NYSE: LTD) reported that it continues to expect comparable store sales for the four week period ending October 30, 2004 to be in the positive mid-teens. The Company now projects third quarter earnings per share to be between \$0.08 and \$0.10, versus its previous guidance of \$0.04 to \$0.06, including the previously announced \$0.02 benefit related to the favorable settlement of a state tax matter. The increase in estimated third quarter earnings per share is due to strength at our Victoria's Secret and Bath & Body Works brands, the success of the Express quarterly clearance sale and better than forecast expense reductions in several areas. Accordingly, the Company now expects full year earnings per share to be about \$1.35, at the upper end of its previous guidance of \$1.30 to \$1.35 (all estimates exclude the impact of the tender offer transactions).

Limited Brands is making these announcements in connection with the current tender offer to repurchase \$2 billion of its common stock, which commenced on October 7, 2004. The tender offer, which was originally due to expire on November 4, 2004, has been extended twenty-four hours. Accordingly, the tender offer, proration period and withdrawal rights will now expire at 12:00 midnight, New York City time on November 5, 2004, unless Limited Brands further extends the tender offer. All terms and conditions of the tender offer as described in the Offer to Purchase and related materials distributed to stockholders continue to apply to the tender offer as extended. Actual October sales will be reported on November 4, 2004, and actual third quarter earnings will be reported on November 18, 2004.

#### **ABOUT LIMITED BRANDS:**

Limited Brands, through Victoria's Secret, Bath & Body Works, Express, Express Men's, Limited Stores, White Barn Candle Co. and Henri Bendel, presently operates 3,828 specialty stores. Victoria's Secret products are also available through the catalogue and [www.VictoriasSecret.com](http://www.VictoriasSecret.com).

**SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995:** All forward-looking statements made by the Company in this press release involve risks and uncertainties and are subject to change based on various important factors, many of which may be beyond the Company's control. Accordingly, the Company's 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" and similar expressions may identify forward-looking statements. The following factors, among others, in some cases have affected and in the future could affect the Company's financial performance and actual results and could cause actual results for 2004 and beyond to differ materially from those expressed or implied in any

Three Limited Parkway Columbus, Ohio 43230 [www.LimitedBrands.com](http://www.LimitedBrands.com)

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forward-looking statements included in this press release or otherwise made by management: changes in consumer spending patterns, consumer preferences and overall economic conditions; the potential impact of national and international security concerns on the retail environment, including any possible military action, terrorist attacks or other hostilities; our ability to service the debt we expect to incur in connection with this tender offer, any debt we draw down under our credit facilities, and other any debt we incur, and the restrictions the agreements related to such debt impose upon us; our ability to implement our strategic and operational initiatives; the impact of competition and pricing; changes in weather patterns; political stability; postal rate increases and charges; paper and printing costs; risks associated with the seasonality of the retail industry; risks related to consumer acceptance of the Company's products and the ability to develop new merchandise; the ability to retain, hire and train key personnel; risks associated with the possible inability of the Company's manufacturers to deliver products in a timely manner; risks associated with relying on foreign sources of production; risks associated with the possible lack of availability of suitable store locations on appropriate terms and other factors that may be described in the Company's filings with the Securities and Exchange Commission. The forward-looking information provided in this press release is based on information available to the Company as of the date of this press release. The Company does not undertake to publicly update or revise its forward-looking statements even if experience or future changes make it clear that any projected results expressed or implied therein will not be realized.

#### **ADDITIONAL LEGAL INFORMATION:**

This press release is for informational purposes only and do not constitute an offer to buy or the solicitation of an offer to sell shares of Limited Brands' common stock. The tender offer is being made only pursuant to the Offer to Purchase and the related materials dated October 7, 2004. Stockholders should read the Offer to Purchase and the related materials carefully because they contain important information. Stockholders will be able to obtain a free copy of the Tender Offer Statement on Schedule TO, the Offer to Purchase and other documents that Limited Brands is filing with the Securities and Exchange Commission at the Commission's website at [www.sec.gov](http://www.sec.gov). Stockholders may also obtain a copy of these documents, without charge, from D.F. King & Co., Inc., the information agent for the tender offer, toll free at 888-628-8208.

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For further information, please contact:  
Tom Katzenmeyer  
SVP, Investor, Media and Community Relations  
Limited Brands, Inc.  
614-415-7076  
[www.Limitedbrands.com](http://www.Limitedbrands.com)

For further information regarding the self-tender offer,  
please contact:  
D.F. King & Co., Inc.  
48 Wall Street  
New York, NY 10005  
888-628-8208



Email/memo to all associates  
FINAL

To: Servers (All Limited Businesses)  
From: Limited Brands Communications  
Subject: Limited Brands Updates Expectations and Extends Tender Offer

As you know, on October 7, 2004 Limited Brands commenced a tender offer with the intention of purchasing \$2 billion of our stock. In order to provide shareholders with the most current information available as they consider their participation in the outstanding tender offer, Limited Brands, Inc. (NYSE: LTD) reported that it continues to expect comparable store sales for the four week period ending October 30, 2004 to be in the positive mid-teens. The Company now projects third quarter earnings per share to be between \$0.08 and \$0.10, versus its previous guidance of \$0.04 to \$0.06, including the previously announced \$0.02 benefit related to the favorable settlement of a state tax matter. The increase in estimated third quarter earnings per share is due to strength at our Victoria's Secret and Bath & Body Works brands, the success of the Express quarterly clearance sale and better than forecast expense reductions in several areas. Accordingly, the Company now expects full year earnings per share to be about \$1.35, at the upper end of its previous guidance of \$1.30 to \$1.35 (all estimates exclude the impact of the tender offer transactions).

The tender offer, which was originally due to expire on November 4, 2004, has been extended twenty-four hours. Accordingly, the tender offer, proration period and withdrawal rights will now expire at 12:00 midnight, New York City time on November 5, 2004, unless Limited Brands further extends the tender offer. All terms and conditions of the tender offer as described in the Offer to Purchase and related materials distributed to stockholders continue to apply to the tender offer as extended. Actual October sales will be reported on November 4, 2004, and actual third quarter earnings will be reported on November 18, 2004.

If you hold shares outright, you now have until midnight on November 5, 2004 to tender your shares.

If you hold shares through the Savings and Retirement Plan (SARP) or the Associate Stock Purchase Plan (ASPP), your new deadline to tender under those plans is 3 p.m. New York City time on Tuesday, November 2, 2004.

If you intend to exercise vested stock options in order to tender shares in the tender offer, you will now need to exercise your options by 3 p.m. New York City time on Tuesday, November 2, 2004, in order to obtain shares to tender by Friday, November 5. PLEASE NOTE: If you exercise such options after Thursday, October 28, 2004, then in order to allow sufficient time for shares to be tendered by the Expiration Date, you must either (1) exercise by cashless hold, or (2) provide payment to your broker or Merrill Lynch by wire transfer and accept shares by electronic delivery to your broker or Merrill Lynch.

If you own shares, you should have received a tender offer package(s) in the mail. If, after reviewing the material in the package(s), you have questions regarding your personal situation and how the tender offer impacts the various plans through which you may hold Company stock, you may call:

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Email/memo to all associates  
FINAL

- Regarding stock options: call Merrill Lynch at (614) 225-3194, if calling from Columbus, Ohio; or (800) 216-1606 toll-free if calling from outside Columbus, Ohio; or contact your own broker if applicable
- Regarding shares owned through the Associate Stock Purchase Plan: call Computershare at (866) 396-1501
- Regarding shares owned through SARP: call The SARP Line at 1-800-525-7277
- Regarding shares owned by you not held in any plans: D.F. King & Co., Inc. at (888) 628-8208

Representatives will be available at these numbers to answer associate questions from 8 a.m. through 7 p.m. New York City time Monday through Friday.

**ADDITIONAL LEGAL INFORMATION:**

This communication is for informational purposes only and do not constitute an offer to buy or the solicitation of an offer to sell shares of Limited Brands' common stock. The tender offer is being made only pursuant to the Offer to Purchase and the related materials dated October 7, 2004. Stockholders should read the Offer to Purchase and the related materials carefully because they contain important information. Stockholders will be able to obtain a free copy of the Tender Offer Statement on Schedule TO, the Offer to Purchase and other documents that Limited Brands is filing with the Securities and Exchange Commission at the Commission's website at [www.sec.gov](http://www.sec.gov). Stockholders may also obtain a copy of these documents, without charge, from D.F. King & Co., Inc., the information agent for the tender offer, toll free at 888-628-8208.