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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**LIMITED BRANDS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**31-1029810**  
(I.R.S. Employer  
Identification No.)

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**Three Limited Parkway**  
**Columbus, Ohio**  
(Address of Principal Executive Offices)

**43216**  
(Zip Code)

**1996 STOCK PLAN FOR NON-ASSOCIATE DIRECTORS**  
(Full title of the plan)

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

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

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## DEREGISTRATION OF SHARES

Limited Brands, Inc. is filing this post-effective amendment to deregister 116,350 shares of common stock, \$.50 par value ("Shares"), registered under the 1996 Stock Plan for Non-Associate Directors (the "Plan"). The Shares were registered on this Registration Statement on Form S-8 (No. 333-04927), originally filed with the Securities and Exchange Commission on May 31, 1996. The Plan has been discontinued and no additional Shares will be issued thereunder. Consequently, the remaining 116,350 Shares registered under the Plan are hereby deregistered from this Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus, and State of Ohio on the 17th day of August, 2004.

**LIMITED BRANDS, INC.**

By: /s/ Samuel P. Fried

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Samuel P. Fried  
Senior Vice President,  
General Counsel and Secretary