

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FINAL AMENDMENT
to
SCHEDULE 13E-4

Issuer Tender Offer Statement
(Pursuant to Section 13(e)(1) of the Securities Exchange Act of 1934)

THE LIMITED, INC.

(Name of issuer and person filing statement)

Common Stock, \$.50 par value

(Title of class of securities)

53271610

(CUSIP number of class of securities)

SAMUEL P. FRIED
Senior Vice President and
General Counsel
THE LIMITED, INC.
Three Limited Parkway
P.O. Box 16000
Columbus, Ohio 43230

Telephone: (614) 415-7000

(Name, address and telephone number of person
authorized to receive notices and communications
on behalf of the person filing statement)

Copies to:

DENNIS S. HERSCH
DAVID L. CAPLAN
DAVIS POLK & WARDWELL
450 Lexington Avenue
New York, New York 10017
(212) 450-4000

May 4, 1999

(Date tender offer first published, sent or given to security holders)

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This Final Amendment amends and supplements the Issuer Tender Offer Statement on Schedule 13E-4 filed on May 4, 1999, as amended on May 6, 1999, May 18, 1999, May 25, 1999, June 2, 1999 and June 4, 1999 (the "Schedule 13E-4"), by The Limited, Inc., a Delaware corporation (the "Company"), relating to its offer to purchase up to 15,000,000 outstanding shares of its common stock, \$0.50 par value per share (the "Shares") at a price specified by stockholders, not greater than \$55.00 per Share and not less than \$50.00 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 4, 1999 (the "Offer to Purchase")

and in the related Letter of Transmittal, copies of which are attached as Exhibits (a)(1) and (a)(2) to the Schedule 13E-4.

Terms used but not defined herein are used as defined in the Offer to Purchase.

Item 8. Additional Information.

On June 10, 1999, the Company issued a press release, a copy of which is filed as Exhibit (a)(19) hereto and is incorporated herein by reference.

Item 9. Material to be Filed as Exhibits.

Item 9 is amended by adding the following exhibit:

(a) (19) Press Release dated June 10, 1999

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.

THE LIMITED, INC.

By: /s/ Kenneth B. Gilman

Kenneth B. Gilman
Vice Chairman and
Chief Administrative Officer

Dated: June 11, 1999

EXHIBIT INDEX

Exhibit Number

(a)(19)

Description

Press Release issued by the Company,
dated June 10, 1999

EXHIBIT (a)(19)

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THE LIMITED, INC. ANNOUNCES FINAL RESULTS OF
"DUTCH AUCTION" TENDER OFFER

COLUMBUS, Ohio, June 10, 1999 -- The Limited, Inc. (NYSE/LSE: LTD) today announced the final results of its modified "Dutch Auction" tender offer to purchase up to 15,000,000 shares of its outstanding common stock. The tender offer, which was oversubscribed, expired at 12:00 midnight, New York City time, on Thursday, June 3, 1999.

The Limited, Inc. announced that 35,493,312 shares of its common stock were properly tendered and not withdrawn at \$50.00 per share. The Limited, Inc. has accepted for purchase and will promptly pay for 15,000,000 of these shares, including all shares tendered at the purchase price in "odd lots" by persons beneficially owning less than 100 shares of The Limited, Inc. common stock. The Limited, Inc. has been informed by the depository for the tender offer, First Chicago Trust Company of New York, that the final proration factor, after giving effect to the "odd lot" tender procedures, is 42.132116%. Following purchase of the 15,000,000 shares pursuant to the tender offer, there will be approximately 214 million shares of The Limited, Inc. common stock issued and outstanding. Lazard Freres & Co. LLC and J.P. Morgan & Co. acted as Co-Dealer Managers for the tender offer.

The Limited, Inc., through Express, Lerner New York, Lane Bryant, Limited Stores, Structure, Limited Too, Galyan's and Henri Bendel, presently operates 3,399 specialty stores. The Company also owns approximately 84% of Intimate Brands, Inc. (NYSE: IBI), the leading speciality retailer of intimate apparel, beauty and personal care products through the Victoria Secret and Bath & Body Works brands. Victoria Secret products are available through 849 lingerie and beauty stores, the Victoria's Secret Catalogue and online at www.VictoriasSecret.com. Bath and Body Works products are available in 1,108 stores.

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For further information, please contact:

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Vice President, Investor Relations
The Limited, Inc.
614-415-7076
www.limited.com

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