

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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): February 5, 2002

The Limited, 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)

43216
(Zip Code)

(614) 415-7000
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events.

Beginning on February 5, 2002 and continuing thereafter, a total of twelve separate lawsuits have been filed in the Delaware Court of Chancery on behalf of a purported class of public shareholders of Intimate Brands, Inc. ("Intimate Brands") relating to the announcement by The Limited, Inc. ("The Limited") that it was commencing an exchange offer for all of the outstanding shares of Class A common stock of Intimate Brands (the "Offer"). The Delaware actions are styled Harbor Finance Partners v. Kirwan, et al., C.A. No. 19380-NC; Sprina v. Intimate Brands, Inc., et al., C.A. No. 19381-NC; Vogel v. Gee, et al., C.A. No. 19382-NC; Helwig v. Wexner, et al., C.A. No. 19383-NC; Carco v. Intimate Brands, Inc., et al., C.A. No. 19384-NC; Griffith v. Intimate Brands, Inc., et al., C.A. No. 19385-NC; Hollingsworth v. Intimate Brands, Inc., et al., C.A. No. 19386-NC; Imecho v. Wexner, et LLC v. Gee, et al., C.A. No. 19389-NC; Zenderman v. Gee, et al., C.A. No. 19390-NC; and Lustman v. Wexner, et al., C.A. No. 19391-NC. A similar action was filed in the Ohio Court of Common Pleas in Franklin County, Ohio, styled Cameron v. Wexner, et al., Case No. 02-CVH-021342. The actions generally name as defendants The Limited, Intimate Brands and the members of Intimate Brands' board of directors, and generally allege that the consideration offered by The Limited to Intimate Brands' public shareholders in the Offer is inadequate and unfair and that The Limited and the individual defendants breached their fiduciary duties to Intimate Brands' public shareholders in formulating and making the Offer. The actions seek to proceed on behalf of a class of Intimate Brands shareholders other than the defendants, seek preliminary and permanent injunctive relief against the consummation of the Offer, seek monetary damages in an unspecified amount and seek recovery of plaintiffs' costs and attorneys' fees. On February 6, 2002, plaintiff in the Cameron action filed a motion seeking expedited production of documents in that action. The Limited and the other defendants have not yet had an opportunity to respond to that motion. These actions are in their earliest stages. The Limited believes the allegations are without merit and intends to

defend against them vigorously.

On February 7, 2002, The Limited issued a press release announcing its January sales results. The text of this press release is attached hereto as Exhibit 99.1.

On February 7, 2002, Intimate Brands issued a press release announcing its January sales results. The text of this press release is attached hereto as Exhibit 99.2.

Item 7. Financial Statements and Exhibits.

- (a) Exhibit 99.1 Press release announcing January sales results for The Limited.
- (b) Exhibit 99.2 Press release announcing January sales results for Intimate Brands, Inc.

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.

The Limited, Inc.

Date: February 7, 2002

By /s/ SAMUEL P. FRIED

Name: Senior Samuel P. Fried
Title: Vice President and
General Counsel

THE LIMITED, INC. REPORTS JANUARY SALES

Columbus, Ohio (February 7, 2002) -- The Limited, Inc. (NYSE/LSE: LTD) reported that comparable store sales for the four weeks ended February 2, 2002 increased 6% compared to the four weeks ended February 3, 2001. The Company reported net sales of \$576.3 million for the four-week period ended February 2, 2002 compared to sales of \$766.2 million for the five-week period ended February 3, 2001. Excluding sales from Lane Bryant and the extra week in January last year, the sales increase from the comparable four-week period last year was 11%.

Comparable store sales for the thirteen weeks ended February 2, 2002 decreased 2% compared to the thirteen weeks ended February 3, 2001. Net sales were \$3.138 billion for the thirteen weeks ended February 2, 2002 compared to \$3.522 billion for the fourteen weeks ended February 3, 2001. Excluding sales from Lane Bryant and the extra week in the fourth quarter, the sales increase from the comparable thirteen-week period last year was 1%.

The Company reported a comparable stores sales decrease of 4% for the fifty-two weeks ended February 2, 2002, compared to the fifty-two weeks ended February 3, 2001. Net sales were \$9.363 billion for the fifty-two weeks ended February 2, 2002 compared to \$10.105 billion for the fifty-three weeks ended February 3, 2001. Excluding sales from Lane Bryant and the extra week last year, the sales decrease from the comparable period last year was 2%.

On Monday, February 4, 2002, the Company announced an exchange offer to acquire all of the outstanding shares of Intimate Brands, Inc. (NYSE: IBI). The exchange offer commenced Tuesday, February 5, 2002, and is currently scheduled to expire at 5:00 p.m. (New York City time) on Monday, March 11, 2002, subject to extension by The Limited. Please refer to the Company's filings with the SEC for further information.

As a reminder, The Limited, Inc. will report fourth quarter earnings on February 28, 2002 at 8:00 a.m. EST.

About The Limited, Inc.:

The Limited, Inc., through Express, Lerner New York, Limited Stores, Structure and Henri Bendel, presently operates 1,997 specialty stores. The Company also owns approximately 84% of Intimate Brands, Inc. (NYSE: IBI), the leading specialty retailer of intimate apparel, beauty and personal care products, sold through 2,617 stores under the Victoria's Secret, Bath & Body Works and White Barn Candle Co. brands. Victoria's Secret products are also available through the catalogue and www.VictoriasSecret.com.

ADDITIONAL INFORMATION AND WHERE TO FIND IT

In connection with the exchange offer, The Limited, Inc. has filed an exchange offer prospectus and a proxy statement with the Securities and Exchange Commission. INVESTORS AND STOCKHOLDERS ARE ADVISED TO READ THESE AND ALL RELATED DOCUMENTS BECAUSE THEY CONTAIN IMPORTANT INFORMATION. Investors and stockholders may obtain a free copy of the exchange offer prospectus, the proxy statement and related documents from the Securities and Exchange Commission's web site at <http://www.sec.gov>. Free copies of these documents may also be obtained from The Limited by directing a request to The Limited, Inc., Investors Relations, Three Limited Parkway, Columbus, Ohio 43216, (614) 415-7076.

The Limited, its directors and certain of its executive officers and other members of its management may be deemed to be soliciting proxies from its stockholders in connection with the proposed transaction. Information concerning The Limited's participants in the solicitation is contained in a filing made by The Limited with the Securities and Commission pursuant to Rule 14a-12 on February 4, 2002.

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995: All forward-looking statements made by the Company in this press release or the January sales call 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 2001 and beyond to differ materially from those expressed or implied in any forward-looking statements included in this press release or the January sales call 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; 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 and 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 or the January sales call 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.

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For further information, please contact:
Tom Katzenmeyer
Vice President, Communications and Investor Relations
The Limited, Inc.
614-415-7076
www.Limited.com

THE LIMITED, INC.
JANUARY 2002

Comparable Store Sales Increase (Decrease):

	January 2002	January 2001	Fourth Quarter 2001	Fourth Quarter 2000	Year-to- date 2001	Year-to- date 2000
Victoria's Secret Stores	11%	(3%)	10%	(4%)	0%	5%
Bath & Body Works	1%	1%	(10%)	(2%)	(11%)	1%
Intimate Brands, Inc.	7%	(1%)	0%	(3%)	(5%)	4%
Express	3%	19%	0%	15%	(2%)	15%
Lerner New York	0%	16%	(8%)	11%	(5%)	4%
Limited Stores	13%	5%	1%	7%	(2%)	5%
Structure	14%	(12%)	(6%)	(6%)	(8%)	(4%)
Total Apparel	5%	11%	(3%)	9%	(3%)	8%
The Limited, Inc.	6%	5%	(2%)	2%	(4%)	5%

Total Stores:

	Beginning of Year	Year-to-date Opened	Year-to-date Closed	Acquired (Disposed)	Stores Operating at 2/2/02
Victoria's Secret Stores	958	60	(16)	-	1,002
Bath & Body Works	1,432	191	(8)	-	1,615
Total Intimate Brands	2,390	251	(24)	-	2,617
Express	667	14	(14)	-	667
Lerner New York	560	6	(44)	-	522
Limited Stores	389	2	(23)	-	368
Structure	469	2	(32)	-	439
Total Apparel	2,085	24	(113)	-	1,996
Henri Bendel	1	-	-	-	1
Lane Bryant	653	7	(9)	(651)	-
Total Other Businesses	654	7	(9)	(651)	1
Total Limited, Inc.	5,129	282	(146)	(651)	4,614

INTIMATE BRANDS REPORTS JANUARY SALES

Columbus, Ohio (February 7, 2002) -- Intimate Brands, Inc. (NYSE: IBI) reported that comparable store sales for the four weeks ended February 2, 2002 increased 7% compared to the four weeks ended February 3, 2001. The Company reported net sales of \$341.8 million for the four-week period ended February 2, 2002 compared to sales of \$407.3 million for the five-week period ended February 3, 2001. Excluding the extra week in January last year, the sales increase from the comparable four-week period last year was 16%.

Comparable store sales for the thirteen weeks ended February 2, 2002 were flat compared to the thirteen weeks ended February 3, 2001. Net sales were \$1.936 billion for the thirteen weeks ended February 2, 2002 compared to \$1.938 billion for the fourteen weeks ended February 3, 2001. Excluding the extra week in the fourth quarter, the sales increase from the comparable thirteen-week period last year was 4%.

The Company reported a comparable stores sales decrease of 5% for the fifty-two weeks ended February 2, 2002, compared to the fifty-two weeks ended February 3, 2001. Net sales were \$5.021 billion for the fifty-two weeks ended February 2, 2002 compared to \$5.117 billion for the fifty-three weeks ended February 3, 2001. Excluding the extra week last year, sales were flat to the comparable period last year.

As a reminder, Intimate Brands will report fourth quarter earnings on February 28, 2002 at 8:45 a.m. EST.

About Intimate Brands, Inc.:

Intimate Brands, Inc. is the leading specialty retailer of intimate apparel, beauty and personal care products through the Victoria's Secret and Bath & Body Works brands. As of February 2, 2002, Victoria's Secret products are available through 906 lingerie and 495 beauty stores (of which 96 are stand-alone), the Victoria's Secret Catalogue and online at www.VictoriasSecret.com. The Company offers a broad selection of personal care, home fragrance and decor products through 1,584 Bath & Body Works and 127 White Barn Candle Company stores (of which 31 are stand-alone).

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995: All forward-looking statements made by the Company in this press release or the January sales call 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 2001 and beyond to differ materially from those expressed or implied in any forward-looking statements included in this press release or the January sales call 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; 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 and 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 or the January sales call 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.

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For further information, please contact:
Debbie J. Mitchell
Vice President, Communications and Investor Relations

INTIMATE BRANDS, INC.
JANUARY 2002

Comparable Store Sales Increase (Decrease):

	January 2002	January 2001	Fourth Quarter 2001	Fourth Quarter 2000	Year-to- date 2001	Year-to- date 2000
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Victoria's Secret Stores	11%	(3%)	10%	(4%)	0%	5%
Bath & Body Works	1%	1%	(10%)	(2%)	(11%)	1%
Intimate Brands, Inc.	7%	(1%)	0%	(3%)	(5%)	4%

Total Stores:

	Beginning of Year	Year-to-date Opened	Year-to-date Closed	Acquired (Disposed)	Stores Operating at 2/2/02
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Victoria's Secret Stores	958	60	(16)	-	1,002
Bath & Body Works	1,432	191	(8)	-	1,615
Total Intimate Brands	2,390	251	(24)	-	2,617