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ABERCROMBIE & FITCH CO /DE/  
Form 8-K  
September 17, 2004

UNITED STATES  
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): September 17, 2004  
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ABERCROMBIE & FITCH CO.  
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(Exact name of registrant as specified in its charter)

|   |   |   |
|---|---|---|
| Delaware<br>-----<br>(State or other<br>jurisdiction of<br>incorporation) | 1-12107<br>-----<br>(Commission File<br>Number) | 31-1469076<br>-----<br>(IRS Employer<br>Identification No.) |
|---|---|---|

6301 Fitch Path, New Albany, Ohio 43054  
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(Address of principal executive offices) (Zip Code)

(614) 283-6500  
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(Registrant's telephone number, including area code)

Not Applicable  
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(Former name or former address,  
if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Section 7 - Regulation FD

Item 7.01. Regulation FD Disclosure.

On September 17, 2004, Abercrombie & Fitch Co. (the "Company") issued a news release reporting that it had been notified of an unsolicited "mini-tender" offer by TRC Capital Corporation, a private Canadian investment company ("TRC Capital"), and that the Company does not recommend or endorse this offer. A copy of this news release is furnished as Exhibit 99 and is incorporated herein by reference.

The information in this Current Report on Form 8-K, including Exhibit 99 furnished herewith, is being furnished and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that Section, nor shall such information be deemed to be incorporated by reference in any registration statement or other document filed under the Securities Act of 1933 or the Exchange Act, except as otherwise stated in such filing.

[Remainder of page intentionally left blank;  
signature on following page.]

SIGNATURE

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.

ABERCROMBIE & FITCH CO.

Dated: September 17, 2004

By: /s/ Susan J. Riley

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Susan J. Riley  
Senior Vice President-Chief  
Financial Officer

INDEX TO EXHIBITS

Current Report on Form 8-K  
Dated September 17, 2004

Abercrombie & Fitch Co.

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| Exhibit | Description  |
|---------|--|
| No.     |  |
| -----   | -----  |
| 99      | News Release issued by Abercrombie & Fitch Co. on September 17, 2004 |