

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

AMENDMENT NO. 1
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
Vice President and
General Counsel
THE LIMITED, INC.
Three Limited Parkway
P.O. Box 16000
Columbus, Ohio 43230

Telephone: (614) 479-7000

(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

February 1, 1996

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

This Amendment No. 1 amends and supplements the Issuer Tender Offer Statement on Schedule 13E-4 (the "Statement") dated February 1, 1996 filed by The Limited, Inc., a Delaware corporation (the "Company"), relating to the Company's offer to purchase up to 85,000,000 shares of its Common Stock, \$.50 par value per share (such shares, together with all other issued and outstanding shares of Common Stock of the Company, are herein referred to as the "Shares"), at a price of \$19.00 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated February 1, 1996 (the "Offer to Purchase"), and related Letter of Transmittal, copies of which are attached as Exhibits (a)(1) and (a)(2) to the Statement. Terms defined in the Statement and not separately defined herein shall have the meanings specified in the Statement.

Item 8. Additional Information.

- (e) On February 27, 1996, the Company issued a press release, a copy of which is filed as Exhibit (a)(15) hereto and is incorporated herein by reference.

Item 9. Material to be Filed as Exhibits.

Item 9 is hereby amended by the addition of the following Exhibit:

- (a)(15) Press Release issued by the Company on February 27, 1996.

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: Kenneth B. Gilman

Kenneth B. Gilman
Vice Chairman and
Chief Financial Officer

Dated: February 29, 1996

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(a)(15)	Press Release issued by the Company on February 27, 1996.	6

THE LIMITED, INC.
 THREE LIMITED PARKWAY
 COLUMBUS, OHIO 43230
 TEL 614 479 7000

THE LIMITED, INC. REPORTS NET SALES INCREASE OF 9%
 FOR THE FOURTH QUARTER

Columbus, Ohio, February 27, 1996 -- The Limited, Inc. (NYSE/LSE:LTD) reported net income from operations of \$312 million, or \$.87 per share, for the fifty-three week fiscal year ended February 3, 1996. The Company also reported a \$1.81 per share gain resulting from the successful initial public offering of approximately 17% of Intimate Brands, Inc. (IBI) during the Fall season 1995. Net sales for the fifty-three week fiscal year increased 8% to \$7.881 billion from \$7.321 billion for the fifty-two week fiscal year 1994.

Net sales for the fourteen week fourth quarter grew to \$2.771 billion, an increase of 9% from \$2.539 billion reported for the thirteen week fourth quarter a year ago. Net income from operations was \$180 million and earnings per share were \$.50. The Company also reported a \$.10 per share gain resulting from the proceeds received in November as a result of the exercise of the underwriters' over-allotment options with respect to an additional 2.7 million shares of IBI (over the original 40 million shares issued in the third quarter).

As previously announced, the Company completed the sale of a 60% interest in its transaction processing venture, World Financial Network (WFN), in the fourth quarter realizing a \$73.2 million pretax gain. The Company will use a portion of the proceeds to accelerate the closing and downsizing of the stores including approximately 55 Limited and Lerner New York stores. The disposition of WFN, together with the aforementioned real estate charges and the reevaluation of certain investments, resulted in a special and nonrecurring net pretax gain of approximately \$1.3 million.

Leslie H. Wexner, Chairman and Chief Executive Officer, said, "In May of 1995, we announced that we would pursue a plan to reconfigure the Company. This plan will enable our businesses to best compete in the current retailing environment and beyond. I'm pleased that in 1995 we completed two major components of that plan with successful IPO of Intimate Brands, Inc. and the establishment of our transaction processing venture, freeing each of these businesses to realize their greatest potential."

The IPO and the WFN transaction enabled the Company to raise approximately \$2 billion, which is the basis for the Company's current tender offer to deliver shareholder value. The Company is offering to purchase from stockholders up to 85 million shares of its common stock at a price of \$19 net per share.

In a year of significant strategic change, Mr. Wexner highlighted the 1995 performance of the following businesses:

"Bath & Body Works, under the leadership of Beth Pritchard, again nearly doubled operating income while adding 180 new stores. Clearly, Bath & Body Works has established itself as a leading national brand in personal care products."

"I am particularly pleased that Abercrombie & Fitch, under the leadership of Mike Jeffries, realized an 80% increase in operating income dollars while opening 33 stores in 1995."

"Although I was disappointed with the performance of the women's business overall, significant progress was made at Limited Stores in 1995. Cheryl Turpin and her team were able to solidify the positioning of the business as quality, American sportswear. They finished the year with a profitable fourth quarter which experienced positive comparable store sales."

The Company's tender offer is currently scheduled to expire at midnight, New York City time, on March 6, 1996. In order to permit stockholders to make an informed decision based on the latest available information, the Company will advance the date of its normal monthly sales release to Monday, March 4, 1996.

The Limited, Inc., through Express, Lerner New York, Lane Bryant, Limited Stores, Henri Bendel, Structure, Abercrombie & Fitch, Limited Too, and Galyan's, presently operates 4,005 specialty stores. The Company also owns approximately 83% of Intimate Brands, Inc. which, through Victoria's Secret Stores, Bath & Body Works, Cacique, and Penhaligon's, presently operates 1,293 specialty stores and distributes apparel internationally through the Victoria's Secret Catalogue.

For further information, please contact:

Alfred S. Dietzel
The Limited, Inc.
614/479-7070