

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

AMENDMENT NO. 3
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. 3 amends and supplements the Issuer Tender Offer Statement on Schedule 13E-4 (the "Statement") dated February 1, 1996, and as previously amended on February 29 and March 4, 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 March 7, 1996, the Company issued a press release, a copy of which is filed as Exhibit (a)(17) 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)(17) Press Release issued by the Company on March 7, 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: /s/ Kenneth B. Gilman

Kenneth B. Gilman
Vice Chairman and
Chief Financial Officer

Dated: March 7, 1996

EXHIBIT INDEX

Exhibit Number -----	Description -----	Page -----
(a)(17)	Press Release issued by the Company on March 7, 1996.	6

T H E L I M I T E D , I N C .
THREE LIMITED PARKWAY
COLUMBUS, OHIO 43230
TEL 614 479 7000

THE LIMITED, INC. ANNOUNCES PRELIMINARY
RESULTS OF ITS TENDER OFFER

COLUMBUS, OHIO, March 7, 1996 -- The Limited, Inc (NYSE/LSE: LTD) today announced the preliminary results of the successful completion of its offer to purchase up to 85 million shares of its Common Stock. The tender offer, which was oversubscribed, expired at 12:00 midnight, New York City time, on Wednesday, March 6, 1996.

The Limited announced, based on a preliminary count, that approximately 188,928,793.196 shares of Common Stock were properly tendered and not withdrawn, including approximately 425,829.556 shares held by odd-lot shareholders and approximately 45,463,426.388 shares subject to guarantees of delivery. The Limited will accept all shares properly tendered by eligible odd-lot shareholders. Other shares will be accepted on a pro rata basis. The preliminary proration factor for the tender offer is approximately 44.9 percent.

The determination of the proration factor is subject final confirmation of the proper delivery of all shares tendered and not withdrawn, including shares tendered pursuant to the guaranteed delivery procedure. Payment for shares accepted for payment, and return of all other shares tendered, will occur as soon as practicable after completion of the final proration computation. Lazard Freres & Co. LLC and Goldman, Sachs & Co. acted as dealer managers for tender offer.

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 1,303 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