

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q/A

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended May 4, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 1-8344

LIMITED BRANDS, INC.
(Exact name of registrant as specified in its charter)

Delaware

31-1029810

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

Three Limited Parkway, P.O. Box 16000, Columbus, Ohio

43216

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (614) 415-7000

Indicate by check mark whether the registrant (1) has filed all reports
required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of
1934 during the preceding 12 months (or for such shorter period that the
registrant was required to file such reports), and (2) has been subject to such
filing requirements for the past 90 days.

Yes No

Indicate the number of shares outstanding of each of the issuer's classes of
common stock, as of the latest practicable date.

Common Stock, \$.50 Par Value

Outstanding at May 31, 2002

521,192,074 Shares

INTRODUCTORY NOTE

Part II, Item 4 (Submission of Matters to a Vote of Security Holders) of
the Form 10-Q for the quarterly period ended May 4, 2002 ("Form 10-Q") of
Limited Brands, Inc. ("Limited Brands") has been amended to include
information in connection with a Special Meeting of Stockholders held on
March 11, 2002 and a Special Meeting of Stockholders held on March 20,
2002. No other information included in the Form 10-Q has been amended or
updated.

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Limited Brands held a Special Meeting of Stockholders on March 11, 2002.
The matter voted upon was a proposal to adjourn the Special Meeting to
4:00 p.m. on March 20, 2002 at Limited Brands' offices at Three Limited

Parkway, Columbus, Ohio. Of the 312,405,290 shares present in person or represented by proxy at the meeting, 308,090,294 shares were voted for the proposal, 428,056 shares were voted against the proposal, and 3,886,940 shares abstained from voting with respect to the proposal.

Limited Brands held a Special Meeting of Stockholders on March 20, 2002. The matter voted upon was a proposal to approve the issuance of shares of Common Stock of Limited Brands as may be necessary to effect Limited Brands' offer to exchange shares of Common Stock of Limited Brands for all of the outstanding shares of Intimate Brands, Inc. ("Intimate Brands") Class A Common Stock and subsequent merger of Intimate Brands into a wholly-owned subsidiary of Limited Brands. Of the 344,055,996 shares present in person or represented by proxy at the meeting, 339,506,197 shares were voted for the proposal, 590,211 shares were voted against the proposal, and 3,959,588 shares abstained from voting with respect to the proposal.

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 thereunto duly authorized.

LIMITED BRANDS, INC.
(Registrant)

By /s/ V. Ann Hailey

V. Ann Hailey,
Executive Vice President and Chief
Financial Officer*

Date: June 19, 2002

*Ms. Hailey is the principal financial officer and has been duly authorized to sign on behalf of the Registrant.