

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

AMENDMENT NO. 2
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. 2 amends and supplements the Issuer Tender Offer Statement on Schedule 13E-4 (the "Statement") dated February 1, 1996, and as amended February 29, 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 4, 1996, the Company issued a press release, a copy of which is filed as Exhibit (a)(16) 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)(16) Press Release issued by the Company on March 4, 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 4, 1996

EXHIBIT INDEX

Exhibit Number	Description	Page
(a)(16)	Press Release issued by the Company on March 4, 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. FEBRUARY SALES UP 16%

Columbus, Ohio; March 4, 1996 - The Limited, Inc. (NYSE/LSE:LTD) reported net sales of \$539.8 million for the four-week fiscal period ended March 2, 1996, an increase of 16% from sales of \$465.5 million for the same period a year ago.

The Company's fiscal comparable store sales increased 7% for the four weeks ended March 2, 1996, and increased 7% for the year to date period. On a calendar basis, matching week for week with last year, comparable stores sales would have increased 4%.

As previously announced, the Company chose to release its sales in advance of the closing of its tender offer. The Company has offered to purchase up to 85 million shares at \$19 net per share, approximately 24% of its common stock. That offer is set to expire at midnight, New York City time, on Wednesday, March 6, 1996.

Leslie H. Wexner, Chairman and Chief Executive Officer, stated, "Looking forward to 1996, we are approaching our apparel businesses cautiously and conservatively, but we are prepared to be aggressive where we clearly see the opportunity. Because of the difficulty in analyzing trends in light of the abnormally severe January weather in the Midwest and Northeast, and a holiday season which was clearly off-trend, we will not make a prediction or projection for 1996. However, we are prepared to say that Intimate Brands should continue to meet our expectations and that total Limited, Inc. earnings on an operating basis should be no less than in 1995, with the potential to show significant improvement."

The preceding paragraph contains forward looking statements that involve risks and uncertainties, including overall economic conditions, the impact of competition, pricing, consumer buying trends, weather patterns, and other factors. The Company releases sales figures on a monthly basis. For more complete information concerning factors which could affect the Company's financial results, reference is made to the Company's SEC reports.

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
614/479-7070