

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

SCHEDULE 13E-4/A

(Amendment No. 5)

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
Senior Vice President and
General Counsel
THE LIMITED, INC.
Three Limited Parkway
P.O. Box 16000
Columbus, Ohio 43230

Telephone: (614) 415-7000

(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

May 4, 1999

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

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This Amendment No. 4 amends and supplements the Issuer Tender Offer Statement on Schedule 13E-4 filed on May 4, 1999, as amended on May 6, 1999, May 18, 1999, May 25, 1999 and June 2, 1999 (the "Schedule 13E-4"), by The Limited, Inc., a Delaware corporation (the "Company"), relating to its offer to purchase up to 15,000,000 outstanding shares of its common stock, \$0.50 par value per share (the "Shares") at a price specified by stockholders, not greater than \$55.00 per Share and not less than \$50.00 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 4, 1999 (the "Offer to Purchase") and in the related Letter of Transmittal, copies of which are attached as Exhibits (a)(1) and (a)(2) to the Schedule 13E-4.

Terms used but not defined herein are used as defined in the Offer to Purchase.

Item 8. Additional Information.

Item 8(e) is amended by adding the following paragraph:

On June 4, 1999, the Company issue a press release, attached hereto as Exhibit (a)(18), announcing that the Offer expired at 12:00 midnight, New York City time on Thursday, June 3, 1999. The information set forth in the press release is incorporated herein by reference.

Item 9. Material to be Filed as Exhibits.

Item 9 is amended by adding the following exhibit:

(a) (18) Form of Press Release dated June 4, 1999

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 Administrative Officer

Dated: June 4, 1999

EXHIBIT INDEX

Exhibit Number -----	Description -----
(a)(18)	Press Release issued by the Company, dated June 4, 1999

EXHIBIT (a)(18)

THE LIMITED, INC. ANNOUNCES PRELIMINARY RESULTS OF
"DUTCH AUCTION" TENDER OFFER

COLUMBUS, Ohio, June 4, 1999 -- The Limited, Inc. (NYSE/LSE: LTD) today announced the preliminary results of its modified "Dutch Auction" tender offer to purchase shares of its Common Stock. The tender offer expired at 12:00 midnight, New York City time, on Thursday, June 3, 1999.

The Limited, Inc. announced, on a preliminary basis, that approximately 35,624,695 shares of Common Stock were properly tendered and not withdrawn at the \$50.00 per share purchase price which The Limited, Inc. preliminarily expects to pay for the 15,000,000 shares of Common Stock it expects to purchase. The preliminary proration factor for the tender offer is 42.1%.

The determination of the purchase price for the Common Stock and the proration factor is subject to final confirmation of the proper delivery of all shares tendered and not withdrawn, including shares tendered pursuant to the guaranteed delivery procedure. Payment for the shares accepted for payment, and return of all other shares tendered, will occur as soon as practicable after completion of the final proration computation.

The Limited, Inc., through Express, Lerner New York, Lane Bryant, Limited Stores, Structure, Limited Too, Galyan's and Henri Bendel, presently operates 3,399 specialty stores. The Company also owns approximately 84% of Intimate Brands, Inc. (NYSE: IBI), the leading speciality retailer of intimate apparel, beauty and personal care products through the Victoria Secret and Bath & Body Works brands. Victoria Secret products are available through 849 lingerie and beauty stores, the Victoria's Secret Catalogue and online at www.VictoriasSecret.com. Bath and Body Works products are available in 1,108 stores.

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For further information, please contact: Tom Katzenmeyer
Vice President, Investor Relations
The Limited, Inc.
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