

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

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

Date of report (Date of earliest event reported): March 21, 2002

The Limited, Inc.
(Exact Name of Registrant
as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

1-8344
(Commission File Number)

31-1029810
(IRS Employer Identification No.)

Three Limited Parkway
Columbus, OH
(Address of Principal Executive Offices)

43216
(Zip Code)

(614) 415-7000
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Item 2. Acquisition or Disposition of Assets.

On March 21, 2002, The Limited, Inc. ("The Limited") completed its previously announced tax-free offer to exchange 1.10 shares of common stock of The Limited for each outstanding share of Class A common stock of Intimate Brands, Inc. ("Intimate Brands") that was validly tendered and not withdrawn in the exchange offer. The offer expired at 12:00 midnight, New York City time, on March 20, 2002. In the offer, Intimate Brands Holding Co., Inc. ("IB Holdings"), a wholly-owned subsidiary of The Limited, accepted a total of 71.1 million shares tendered, which, together with the common stock previously owned by IB Holdings, constituted approximately 98% of the outstanding shares of Intimate Brands.

The Limited then acquired the remaining outstanding common stock of Intimate Brands through a tax-free merger of Intimate Brands with and into IB Holdings shortly after the close of trading on the New York Stock Exchange on March 21, 2002. In the merger, each remaining share of Intimate Brands Class A common stock was converted (subject to the exercise of appraisal rights) into the right to receive 1.10 Limited shares. The Limited estimates that approximately 89 million shares of Limited common stock will be issued in connection with the offer and the merger (assuming no former Intimate Brands

stockholders exercise appraisal rights), resulting in a total purchase price of approximately \$1.6 billion. Following the merger, Intimate Brands became a wholly-owned subsidiary of The Limited and the former public shareholders of Intimate Brands became (or have the right to become) shareholders of The Limited. Additionally, Intimate Brands common stock is no longer traded publicly on any exchange.

Item 7. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

The Consolidated Financial Statements of Intimate Brands, Inc. and Subsidiaries as of and for the fiscal year ended February 3, 2001, are incorporated by reference to the Company's Form S-4, as filed on February 5, 2002 and as amended on February 19, 2002 and February 28, 2002.

The Consolidated Financial Statements of Intimate Brands, Inc. and Subsidiaries as of and for the fiscal quarters ended May 5, 2001, August 4, 2001 and November 3, 2001, are incorporated by reference to the Company's Form S-4, as filed on February 5, 2002 and as amended on February 19, 2002 and February 28, 2002.

(b) Pro Forma Financial Information.

The Unaudited Pro Forma Consolidated Financial Statements of The Limited, Inc. as of and for the thirty-nine weeks ended November 3, 2001 and for the fiscal year ended February 3, 2001 are incorporated by reference to the Company's Form S-4, as filed on February 5, 2002 and as amended on February 19, 2002 and February 28, 2002 and as supplemented by the Prospectus Supplement dated March 7, 2002.

(c) Exhibits.

23.1 Consent of Independent Accountants.

23.2 Letter re: Unaudited Interim Financial Information to Securities and Exchange Commission re: Incorporation of Report of Independent Accountants.

SIGNATURES

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 hereunto duly authorized.

The Limited, Inc.

Date: April 4, 2002

By /s/ V. Ann Hailey

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

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this current report on Form 8-K of The Limited, Inc. of our report dated February 27, 2001 relating to the financial statements, which appears in Intimate Brands, Inc.'s 2000 Annual Report to Shareholders, which is incorporated by reference in its Annual Report on Form 10-K for the year ended February 3, 2001, which is incorporated by reference in the Registration Statement on Form S-4 (No. 333-82144).

/s/ PricewaterhouseCoopers LLP
Columbus, Ohio
February 27, 2002

February 27, 2002

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Commissioners:

We are aware that our reports dated May 21, 2001, August 23, 2001 and November 20, 2001 on our reviews of interim financial information of Intimate Brands, Inc. (the "Company") as of and for the periods ended May 5, 2001, August 4, 2001, and November 3, 2001 and included in the Company's quarterly reports on Form 10-Q for the quarters then ended are incorporated by reference in this current report on Form 8-K by reference to the Registration Statement on Form S-4 of The Limited, Inc. dated February 28, 2002.

Very truly yours,
/s/ PricewaterhouseCoopers LLP