

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): October 26, 2004

Limited Brands, Inc.

(Exact Name of Registrant as Specified in 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)

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

Not applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12(b))
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure

On October 26, 2004, Limited Brands, Inc. (the "Company") announced the completion and settlement of the sale of \$500 million 5.25% Notes due 2014. The offering was made under the Company's shelf-registration statement, which was declared effective in June 2003.

The description of the press release set forth above is qualified in its entirety by reference to the press release, a copy of which is attached to this Current Report on Form 8-K as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

The following exhibit is filed with this report:

Exhibit Number

Description

99.1	Press Release, dated October 26, 2004, announcing that the Company completed its sale of \$500 million 5.25% Notes due 2014.
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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.

Limited Brands, Inc.

Date: October 28, 2004

By: /s/ Timothy J. Faber

Name: Timothy J. Faber

Title: Vice President of Treasury

EXHIBIT INDEX

Exhibit Number

Description

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Limited Brands

LIMITED BRANDS, INC. COMPLETES SALE OF \$500 MILLION 5.25% NOTES DUE 2014

Columbus, Ohio (October 26, 2004) – Limited Brands, Inc. (NYSE: LTD) today announced the completion and settlement of the sale of \$500 million 5.25% Notes due 2014. The offering was made under the Company's shelf-registration statement, which was declared effective in June 2003.

Limited Brands will apply the net proceeds from the offering to fund in part the previously announced self tender of \$2 billion of its common stock and a post-repurchase special dividend of \$500 million.

Limited Brands intends to fund the balance of the repurchase and the special dividend from a combination of its existing cash balances, which totaled \$2.1 billion as of July 31, 2004, and borrowings under a previously underwritten \$500 million bank term loan facility. Also, in connection with this transaction, the Company has replaced its existing revolving credit facility with a new \$1 billion facility.

Joint Book-Running Managers of the offering were Banc of America Securities LLC and JPMorgan and Joint Lead Manager was Citigroup. Other managers were HSBC, Wachovia Securities, BNY Capital Markets, Inc. and KeyBanc Capital Markets.

ABOUT LIMITED BRANDS:

Limited Brands, through Victoria's Secret, Bath & Body Works, Express, Express Men's, Limited Stores, White Barn Candle Co. and Henri Bendel, presently operates 3,828 specialty stores. Victoria's Secret products are also available through the catalogue and www.VictoriasSecret.com.

ADDITIONAL LEGAL INFORMATION:

This press release is for informational purposes only and does not constitute an offer to buy or the solicitation of an offer to sell shares of Limited Brands' common stock. The tender offer is being made only pursuant to the Offer to Purchase and the related materials dated October 7, 2004. Stockholders should read the Offer to Purchase and the related materials carefully because they contain important information. Stockholders will be able to obtain a free copy of the Tender Offer Statement on Schedule TO, the Offer to Purchase and other documents that Limited Brands is filing with the Securities and Exchange Commission at the Commission's website at www.sec.gov. Stockholders may also obtain a copy of these documents, without charge, from D.F. King & Co., Inc., the information agent for the tender offer, toll free at 888-628-8208.

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For further information, please contact:
Tom Katzenmeyer
SVP, Investor, Media and Community Relations
Limited Brands, Inc.
614-415-7076
www.Limitedbrands.com

For further information regarding the self-tender offer,
please contact:
D.F. King & Co., Inc.
48 Wall Street
New York, NY 10005
888-628-8208