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ABERCROMBIE & FITCH CO /DE/

Form 8-K/A

March 01, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K/A No. 1

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 14, 2005  
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ABERCROMBIE & FITCH CO.

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(Exact name of registrant as specified in its charter)

Delaware	1-12107	31-1469076
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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

6301 Fitch Path, New Albany, Ohio 43054

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(Address of principal executive offices) (Zip Code)

(614) 283-6500

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

Not Applicable

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(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 under the Exchange Act (17 CFR 240.14a-12)
- 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))

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ITEM 1.01. ENTRY INTO A MATERIAL AGREEMENT

On February 22, 2005, Abercrombie & Fitch Co. (the "Registrant") filed a Form 8-K reporting under Item 1.01. thereto that as a result of the approval of the financial results for the fiscal year ended January 29, 2005 presented at the meeting of the Board of Directors of the Registrant on February 14, 2005, (1) semi-annual cash incentive (i.e., bonus) awards were paid to each of the Registrant's named executive officers and certain other individuals on February 18, 2005., and (2) grants of restricted shares of the Registrant's common stock ("Restricted Shares") were made to each of the Registrant's named executive officers (other than Mr. Jeffries) and certain other individuals on February 15, 2005.

The Registrant is filing this Form 8-K/A to correct the inadvertent inclusion of the incorrect titles of some of its named executive officers receiving semi-annual cash incentive awards and Restricted Shares and to correct an error in the number of Restricted Shares granted to one named executive officer.

Name and Principal Position	Six-Month Cash Incentiv
Diane Chang, Executive Vice President - Sourcing	\$675,000
Leslie K. O'Neill, Executive Vice President - Planning and Allocation	\$540,000

Name and Principal Position	Number of Restricted S
Robert S. Singer, Executive Vice President, Chief Operating Officer	23,077
Diane Chang, Executive Vice President - Sourcing	12,000
Leslie K. O'Neill, Executive Vice President - Planning and Allocation	12,000

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 hereunto duly authorized.

ABERCROMBIE & FITCH CO.

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Dated: March 1, 2005

By: /s/ SUSAN J. RILEY

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Susan J. Riley  
Senior Vice President-Chief  
Financial Officer

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