

ABERCROMBIE & FITCH CO /DE/  
Form 8-K  
October 03, 2013

UNITED STATES  
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): September 25, 2013

ABERCROMBIE & FITCH CO.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation)

1-12107  
(Commission File Number)

31-1469076  
(IRS Employer Identification No.)

6301 Fitch Path, New Albany, Ohio 43054  
(Address of principal executive offices) (Zip Code)

(614) 283-6500  
(Registrant's telephone number, including area code)

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:

- ☐ 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))

Item 8.01. Other Events.

On September 25, 2013, Michael S. Jeffries, Chairman of the Board and Chief Executive Officer of Abercrombie & Fitch Co. (the “Company”), terminated a Rule 10b5-1 trading plan originally entered into on November 21, 2012 (the “Original 2013 Plan”) and entered into a new Rule 10b5-1 trading plan (the “New 2013 Plan”) with a broker to sell, subject to a limit order, shares of the Company’s Class A Common Stock, \$0.01 par value (the “Common Stock”), that will be acquired upon the exercise of certain of Mr. Jeffries’s stock-settled stock appreciation rights and other shares of Common Stock that Mr. Jeffries beneficially owns. Mr. Jeffries entered into the Original 2013 Plan, as well as the New 2013 Plan, for investment diversification. At the time of termination of the Original 2013 Plan, 625,000 shares of Common Stock covered thereby remained unsold.

Assuming the conditions of the limit order are met, Mr. Jeffries currently intends to sell up to an aggregate of 625,000 shares of Common Stock pursuant to the New 2013 Plan during the period beginning on October 28, 2013 and ending on January 31, 2014, at which time the New 2013 Plan will terminate. Mr. Jeffries will report transactions effected under the New 2013 Plan through Rule 144 and Form 4 filings made with the Securities and Exchange Commission, as appropriate.

The New 2013 Plan is intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, and with the Company’s Policy Statement Regarding Trading in Company Securities and Compliance with Federal Securities Laws.

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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.

Dated: October 3, 2013

By: /s/ Ronald A. Robins, Jr.  
Ronald A. Robins, Jr.  
Senior Vice President, General Counsel and Secretary