

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 23, 2019, Abercrombie & Fitch Co. (the “Company”) filed a Current Report on Form 8-K (the “Initial Form 8-K”) disclosing that Helen E. McCluskey and Nigel Travis had been elected to the Company’s Board of Directors (the “Board”) effective February 3, 2019. Board Committee assignments for Ms. McCluskey and Mr. Travis had not been determined as of the filing of the Initial Form 8-K. This Current Report on Form 8-K/A amends the Initial Form 8-K to disclose that on February 22, 2019, upon the recommendation of the Nominating and Board Governance Committee of the Board, the Board made the following appointments, each to be effective immediately: (i) Mr. Travis to serve as a member of the Audit and Finance Committee of the Board, with such service to be at the pleasure of the Board and (ii) Ms. McCluskey to serve as a member of the Compensation and Organization Committee of the Board. The Board had determined that Ms. McCluskey and Mr. Travis meet all of the applicable requirements for service on the respective committees to which they were appointed.

[Remainder of page intentionally left blank; signature page follows]

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:

February
25, 2019 By: /s/ Gregory J. Henchel

2019

Gregory J. Henchel
Senior Vice President, General Counsel and Corporate Secretary