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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 3
TO
SCHEDULE 13E-4
Issuer Tender offer Statement
(Pursuant to Section 13(e)(1) of the Securities Exchange Act of 1934)

The Limited, Inc.
(Name of issuer and person filing statement)
Common Stock, \$.50 par value
(Title of class of securities)
53271610
(CUSIP number of class of securities)

SAMUEL P. FRIED
Vice President and General Counsel
THE LIMITED, INC.
Three Limited Parkway
P.O. Box 16000
Columbus, Ohio 43230
Telephone: (614) 415-7000
(Name, address and telephone number of person
authorized to receive notices and communications
on behalf of the person filing statement)

Copies to:
DAVID L. CAPLAN
DAVIS POLK & WARDWELL
450 Lexington Avenue
New York, New York 10017
(212) 450-4000

April 15, 1998
(Date tender offer first published, sent or given to security holders)

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This Amendment No. 3 amends and supplements the Schedule 13E-4 Issuer Tender Offer Statement (the "Statement") filed April 15, 1998 (and amended April 16 and April 21, 1998) by The Limited, Inc., a Delaware corporation ("The Limited"), relating to an offer by The Limited to exchange up to 43,600,000 shares of Class A common stock, par value \$.01 per share (the "A&F Common Stock"), of Abercrombie & Fitch Co. ("A&F"), which The Limited owns, for shares of common stock, par value \$.50 per share (the "Limited Common Stock"), of The Limited upon the terms and subject to the conditions stated in the Offering Circular--Prospectus dated April 15, 1998 (the "Offering Circular--Prospectus") and the related Letter of Transmittal (the "Letter of Transmittal" which, together with the Offering Circular--Prospectus, constitute the "Exchange Offer").

Terms defined in the Offering Circular--Prospectus and not separately defined herein shall have the meanings specified in the Offering Circular--Prospectus.

Item 8. Additional Information.

Item 8(e) is hereby amended by adding the following:

On May 7, 1998, The Limited and A&F issued press releases which are attached as Exhibit (a)(13) and (a)(14), respectively.

Item 9. Material to be Filed as Exhibits.

Item 9 is hereby amended by the addition of the following Exhibits:

(a) (13) Press release of The Limited dated May 7, 1998

(a) (14) Press release of A&F dated May 7, 1998

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

The Limited, Inc.

By: /s/ Kenneth B. Gilman

Kenneth B. Gilman
Vice Chairman and
Chief Administrative Officer

Dated: May 7, 1998

EXHIBIT INDEX

Exhibit
Number
- - - - -

Description

(a) (13) Press release of The Limited dated May 7, 1998

(a) (14) Press release of A&F dated May 7, 1998

THE LIMITED, INC. REPORTS APRIL SALES

Columbus, Ohio (May 7, 1998) -- The Limited, Inc. (NYSE/LSE: LTD) reported net sales of \$637.4 million for the four-week period ended May 2, 1998, an increase of 18%, compared to sales of \$540.4 million for the comparable four-week period ended May 3, 1997. Sales of \$2.008 billion for the thirteen weeks ended May 2, 1998, increased 10% from sales of \$1.830 billion for the same period last year.

The Company's comparable store sales increased 18% for the four weeks, and 8% for the thirteen weeks, ended May 2, 1998.

The Company also said that it expects to report 1998 first quarter earnings of \$.09 per diluted share, excluding its previously announced special and nonrecurring items (which are the sale of its remaining interest in Brylane, Inc. and severance charges in connection with the closing of five of six Henri Bendel stores). The Company expects first quarter earnings per diluted share, including special and nonrecurring items, to be \$.28. First quarter earnings will be reported on May 18, 1998.

The Limited, Inc., through Express, Lerner New York, Lane Bryant, Limited Stores, Structure, Limited Too, Galyan's and Henri Bendel, presently operates 3,684 specialty stores. The Company also owns approximately 83% of Intimate Brands, Inc. which, through Victoria's Secret Stores and Bath & Body Works presently operates 1,759 specialty stores and distributes apparel internationally through the Victoria's Secret Catalogue. The Company owns approximately 84% of Abercrombie & Fitch which currently operates 158 stores.

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995: The Company cautions that any forward-looking statements (as such term is defined in the Private Securities Litigation Reform Act of 1995) contained in this Release, the Company's Form 10-K or made by management of the Company involve risks and uncertainties, and are subject to change based on various important factors. The following factors, among others, in some cases have affected and in the future could affect the Company's financial performance and actual results and could cause actual results to differ materially from those expressed or implied in any such forward-looking statements: changes in consumer spending patterns, consumer preferences and overall economic conditions, the impact of competition and pricing, changes in weather patterns, political stability, currency and exchange risks and changes in existing or potential duties, tariffs or quotas, postal rate increases and charges, paper and printing costs, availability of suitable store locations at appropriate terms, ability to develop new merchandise and ability to hire and train associates.

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For further information, please contact: Rita Trevino Flynn
Vice President
Communications
The Limited, Inc.
614-415-7555

FINAL
EMBARGOED FOR RELEASE 5/7/98
7:00 A.M.

ABERCROMBIE & FITCH CO. REPORTS SALES AND EXPECTED EARNINGS
FOR THE FIRST QUARTER

Columbus, Ohio (May 7, 1998) -- Abercrombie & Fitch Co. (NYSE: ANF) reported net sales of \$134.2 million for the first quarter ended May 2, 1998, an increase of 81%, compared to sales of \$74.3 million for the comparable period ended May 3, 1997.

The Company's comparable store sales increased 48% for the first quarter ended May 2, 1998.

Abercrombie & Fitch expects to report earnings per diluted share of \$.12 in the first quarter. First quarter earnings will be reported on May 18, 1998, after the market closes.

This information is being released to ensure that shareholders of The Limited, Inc. (NYSE/LSE: LTD) will have current information concerning Abercrombie & Fitch in connection with The Limited's pending exchange offer, which is intended to establish Abercrombie & Fitch as a fully independent public company. The exchange offer commenced on April 15, 1998, and is scheduled to expire at midnight, New York City time, on May 13, 1998.

Abercrombie & Fitch is a lifestyle brand which, at the end of April, operated 158 stores and published the A&F Quarterly.

For further information, please contact: Lonnie Fogel
Director of Investor Relations
& Communications
Abercrombie & Fitch Co.
614-577-6493

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The Abercrombie & Fitch Co. common stock to be issued in the pending exchange offer will be offered or sold solely pursuant to the offering circular-prospectus. This release shall not constitute an offer to sell, or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities law of any such state.

Please contact D.F. King & Co., Inc., the information agent for the proposed exchange offer, for copies of the offering circular - prospectus. D.F. King's address is 77 Water Street, New York, NY 10005 and its phone number is 1-800-549-6864.

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