

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549

AMENDMENT NO. 1

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)

This Amendment No. 1 amends and supplements the Schedule 13E-4 Issuer Tender Offer Statement (the "Statement") dated April 15, 1998 filed 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., 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").

The Offering Circular--Prospectus and the Letter of Transmittal, copies of which are attached to the Statement as Exhibits (a) (1) and (a) (2), are incorporated herein by reference.

Terms defined in the Statement and not separately defined herein shall have the meanings specified in the Statement.

ITEM 4. INTEREST IN SECURITIES OF THE ISSUER.

In addition to the information set forth in Schedule A to the Offering

Circular--Prospectus, which is incorporated herein by reference, the following transactions with respect to shares of Limited Common Stock have been effected: (i) a sale by The Wexner Foundation of 199,400 shares of Limited Common Stock on March 17, 1998 in an open market transaction at a price of \$29.875 per share (\$5,957,075 in the aggregate) and (ii) a contribution by Leslie H. Wexner of 500,000 shares of Limited Common Stock to Health and Science Interests on March 13, 1998 (for no consideration). Except as set forth in Schedule A to the Offering Circular--Prospectus, which is incorporated herein by reference, and as set forth in the immediately preceding sentence, no transaction with respect to the shares of Limited Common Stock was effected during the period of 40 business days prior to the date hereof by The Limited, or to The Limited's knowledge, its directors or executive officers, or any of the directors or executive officers of any of its subsidiaries, or any associate or subsidiary of any such person (including any director or executive officer of any such subsidiary).

ITEM 8. ADDITIONAL INFORMATION.

(e) Item 8(e) is hereby amended by adding the following: On April 15, 1998, The Limited issued a press release, a copy of which is filed as Exhibit (a)(12) hereto and is incorporated herein by reference.

ITEM 9. MATERIAL TO BE FILED AS EXHIBITS.

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

(a)(12) Press Release dated April 15, 1998.

2

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: April 16, 1998

3

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
----------------------------	----------------------

(a) (12) Press Release dated April 15, 1998.

4

THE LIMITED, INC. COMMENCES TAX-FREE EXCHANGE OFFER TO CREATE
FULLY INDEPENDENT ABERCROMBIE & FITCH

Columbus, Ohio (April 15, 1998) - The Limited, Inc. (NYSE/LSE: LTD) announced today that it is commencing a tax-free exchange offer to effect its plan to establish Abercrombie & Fitch (NYSE: ANF) (A&F) as a fully independent company. Under the offer, Limited shareholders have the option of electing to exchange some or all (subject to proration) of their Limited shares for shares of A&F. Limited shareholders who elect to participate will be able to select from a range of exchange ratios ranging from a minimum of .73 of a share of A&F for each Limited share, up to a maximum of .86 of a share of A&F for each Limited share. Through this exchange offer, The Limited intends to distribute all of its 43,600,000 shares of A&F common stock to shareholders of The Limited.

The Company said the exchange offer provides Limited shareholders the opportunity to receive an 8.9% to 28.3% premium for their Limited shares, based on current market prices.

The offer is set to expire at 12 midnight, New York City time, Wednesday, May 13, 1998, unless extended. Once the offer expires, the final exchange ratio will be set, and the proration of shares, if necessary, will be determined.

The exchange offer is being made by means of an offering circular-prospectus, copies of which may be obtained from the information agent, D.F. King & Co., Inc. The exchange agent for the offer is First Chicago Trust Company of New York. In connection with the exchange offer, The Limited has retained Goldman, Sachs & Co. to act as dealer manager and Goldman, Sachs & Co. and NationsBanc Montgomery Securities LLC to serve as financial advisors.

The Exchange Offer is subject to certain conditions, including that sufficient shares of Limited common stock are validly tendered so that at least 90% of the shares of A&F common stock owned by The Limited (39,240,000 out of a total of 43,600,000 shares) can be exchanged for shares of Limited common stock.

The Limited, Inc., through Express, Lerner New York, Lane Bryant, Limited Stores, Structure, Limited Too, Galyan's and Henri Bendel presently operates 3,700 specialty stores. The Company also owns approximately 83% of Intimate Brands, Inc. which, through Victoria's Secrets Stores and Bath & Body Works presently operates 1,737 specialty stores and distributes apparel internationally through the Victoria's Secret Catalogue. The Company owns

approximately 84% of Abercrombie & Fitch.

Abercrombie & Fitch is a lifestyle brand which, at the end of March, operated 159 stores and published The A&F Quarterly.

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995: All forward looking statements made by The Limited involve material risks and uncertainties and are subject to change based on various important factors which may be beyond The Limited's control. Accordingly, The Limited's future performance and financial results may differ materially from those expressed or implied in any such forward-looking statements. Such factors include, but are not limited to, those described in The Limited's filings with the Securities and Exchange Commission. The Limited does not undertake to publicly update or revise the forward-looking statements even if experience or future changes make it clear that the projected results expressed or implied therein will not be realized.

The A&F common stock to be issued in the 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, when they become available. D.F. King's address is 77 Water Street, New York, NY 10005 and its phone number is 1-800-549-6864.

###

For further information, please contact:

Rita Trevino Flynn
Vice President
Communications
The Limited, Inc.
614-415-7555