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ABERCROMBIE & FITCH CO /DE/

Form 8-K

February 23, 2004

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): February 23, 2004  
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ABERCROMBIE & FITCH CO.

-----  
(Exact name of registrant as specified in its charter)

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

6301 Fitch Path, New Albany, Ohio 43054

-----  
(Address of principal executive offices) (Zip Code)

(614) 283-6500

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(Registrant's telephone number, including area code)

Not Applicable

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(Former name or former address,  
if changed since last report)

Item 5. Other Events and Regulation FD Disclosure.

On February 23, 2004, Abercrombie & Fitch Co. (the "Company") issued a news release announcing that Susan J. Riley had been named Senior Vice President and Chief Financial Officer of the Company. A copy of this news release is filed as Exhibit 99 and is incorporated herein by reference.

[Remainder of page intentionally left blank;  
signature on following page.]

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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: February 23, 2004

By: /s/ Seth R. Johnson

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Seth R. Johnson  
Executive Vice President-Chief  
Operating Officer

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INDEX TO EXHIBITS

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Abercrombie & Fitch Co.

| Exhibit No. | Description  |
|-------------|--|
| -----       | -----  |
| 99          | News Release issued by Abercrombie & Fitch Co. on<br>February 23, 2004 |

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