

ABERCROMBIE & FITCH CO /DE/  
Form 8-A12B/A  
November 03, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-A/A  
(Amendment No. 5)  
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
Pursuant to Section 12(b) or (g)  
of the Securities Exchange Act of 1934  
ABERCROMBIE & FITCH CO.  
(Exact Name of Registrant as Specified in its Charter)**

|   |   |
|---|---|
| <b>Delaware</b>                                 | <b>31-1469076</b>                           |
| <b>(State of Incorporation or Organization)</b> | <b>(IRS Employer Identification Number)</b> |
| <b>6301 Fitch Path, New Albany, OH</b>          | <b>43054</b>                                |
| <b>(Address of Principal Executive Offices)</b> | <b>(Zip Code)</b>                           |

**Securities to be registered pursuant to Section 12(b) of the Act:**

|  |  |
|--|--|
| <b>Title of Each Class to be so<br/>Registered</b>                           | <b>Name of Each Exchange on Which<br/>Each Class is to be Registered</b> |
| <b>Series A Participating Cumulative<br/>Preferred Stock Purchase Rights</b> | <b>New York Stock Exchange</b>   |

**If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box**

**If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box**

**Securities Act registration statement file number to which this form relates: N/A**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**NONE  
(Title of Each Class)**

Abercrombie & Fitch Co. (the Company ) or ( A&F ) hereby amends its Registration Statement on Form 8-A, dated July 21, 2008, as previously amended (as amended, the Form 8-A ) as follows:

**Item 1. Description of Securities to be Registered.**

Item 1 of the Form 8-A is amended and supplemented by adding the following:

In connection with the merger of National City Bank ( NCB ) with PNC Bank, National Association whereby NCB became a division of the PNC Financial Services, Inc., NCB delivered a written resignation to the Company resigning from NCB s role as transfer agent and registrar of the Company s Class A Common Stock and from its role as Rights Agent under the Rights Agreement dated as of July 16, 1998 (as amended, the Rights Agreement ), in each case effective as of the close of business on October 30, 2009.

The Board of Directors of the Company has appointed American Stock Transfer & Trust Company, LLC ( AST ) as the successor transfer agent and registrar of the Company s Class A Common Stock and as successor Rights Agent under the Rights Agreement, in each case effective as of the opening of business on November 2, 2009.

The Appointment and Acceptance of Successor Rights Agent is attached hereto as Exhibit 4.6 and is incorporated herein by reference. The foregoing summary of the Appointment and Acceptance of Successor Rights Agent is qualified in its entirety by reference to the full text of Exhibit 4.6.

**Item 2. Exhibits.**

Item 2 of the Form 8-A is hereby amended by adding the following Exhibit 4.6 filed herewith:

| <u>Exhibit No.</u> | <u>Document Designation</u>  |
|--------------------|--|
| 4.1                | Rights Agreement, dated as of July 16, 1998, between A&F and First Chicago Trust Company of New York, incorporated herein by reference to Exhibit 1 to A&F s Registration Statement on Form 8-A dated and filed July 21, 1998 (File No. 001-12107).                              |
| 4.2                | Amendment No. 1 to Rights Agreement, dated as of April 21, 1999, between A&F and First Chicago Trust Company of New York, incorporated herein by reference to Exhibit 2 to A&F s Form 8-A (Amendment No. 1), dated April 23, 1999 and filed April 26, 1999 (File No. 001-12107). |
| 4.3                | Certificate of adjustment of number of Rights associated with each share of Class A Common Stock, dated May 27, 1999, incorporated herein by reference to Exhibit 4.6 to A&F s Quarterly Report on Form 10-Q for the quarterly period ended July 31, 1999 (File No. 001-12107).  |

| <u>Exhibit No.</u> | <u>Document Designation</u>  |
|--------------------|--|
| 4.4                | Appointment and Acceptance of Successor Rights Agent, effective as of the opening of business on October 8, 2001, between A&F and National City Bank, incorporated herein by reference to Exhibit 4.6 to A&F's Quarterly Report on Form 10-Q for the quarterly period ended August 4, 2001 (File No. 001-12107).   |
| 4.5                | Amendment No. 2, dated as of June 11, 2008, to the Rights Agreement, dated as of July 16, 1998, between A&F and National City Bank (as successor to First Chicago Trust Company of New York), as Rights Agent, incorporated herein by reference to Exhibit 4.01 to A&F's Form 8-A/A (Amendment No. 2), dated and filed June 12, 2008 (File No. 001-12107). |
| 4.6                | Appointment and Acceptance of Successor Rights Agent, effective as of the opening of business on November 2, 2009, between A&F and American Stock Transfer & Trust Company, LLC (filed herewith)   |

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

ABERCROMBIE & FITCH CO.

Dated: November 3, 2009

By: /s/ David S. Cupps  
David S. Cupps  
Senior Vice President, General Counsel  
and Secretary

**EXHIBIT INDEX**

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| 4.3                   | Certificate of adjustment of number of Rights associated with each share of Class A Common Stock, dated May 27, 1999, incorporated herein by reference to Exhibit 4.6 to A&F's Quarterly Report on Form 10-Q for the quarterly period ended July 31, 1999 (File No. 001-12107).  |
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