

ABERCROMBIE & FITCH CO /DE/

Form 8-K

April 08, 2016

**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): March 24, 2016**

**ABERCROMBIE & FITCH CO.**

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

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-12107**  
**(Commission**

**File Number)**

**31-1469076**  
**(IRS Employer**

**Identification No.)**

**6301 Fitch Path, New Albany, Ohio**

**43054**

(Address of principal executive offices)  
(614) 283-6500

(Zip Code)

(Registrant's telephone number, including area code)

Not Applicable

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On March 24, 2016, the United States District Court for the Southern District of Ohio (the Court ) gave preliminary approval to the proposed settlement of the stockholder class action (the Class Action ) which was filed by Eric Gilbert (the Class Plaintiff ), a stockholder of Abercrombie & Fitch Co. (the Registrant ), on behalf of himself and other stockholders of the Registrant, against the Registrant, the Registrant's directors and Wells Fargo Bank, National Association, in its capacity as administrative agent for the group of lenders party to two credit agreements entered into with the Registrant. The Class Action is currently pending in the Court. The Court also set a hearing (the Settlement Hearing ) for June 28, 2016 to determine, among other things, whether the proposed settlement should be finally approved and to consider an award of attorneys' fees and expenses to the Class Plaintiff's Lead Counsel. The Court also directed that notice be given to the Registrant's stockholders concerning the proposed settlement and their right to be heard in connection with the Settlement Hearing.

A link to the Order Preliminarily Approving Settlement and Setting Settlement Hearing, the Notice of Pendency and Proposed Settlement of Class Action and the Stipulation and Agreement of Settlement is set forth under the Investor Notices tab, accessible through the Investors page of the Registrant's website at [www.abercrombie.com](http://www.abercrombie.com).

Additional information concerning the terms of the proposed settlement, the June 28, 2016 Settlement Hearing, and the requirements for objections to the proposed settlement can be found in the Order Preliminarily Approving Settlement and Setting Settlement Hearing filed herewith as Exhibit 99.1, the Notice of Pendency and Proposed Settlement of Class Action filed herewith as Exhibit 99.2 and the Stipulation and Agreement of Settlement filed herewith as Exhibit 99.3.

Item 9.01. Financial Statements and Exhibits.

(a) through (c): Not applicable.

(d) Exhibits:

The following exhibits are filed with this Current Report on Form 8-K:

Exhibit No.	Description
99.1	Order Preliminarily Approving Settlement and Setting Settlement Hearing
99.2	Notice of Pendency and Proposed Settlement of Class Action
99.3	Stipulation and Agreement of Settlement dated as of February 18, 2016 [Remainder of page intentionally left blank; signature on following page]

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: April 8, 2016

By: /s/ Robert E. Bostrom  
Robert E. Bostrom  
Senior Vice President, General Counsel and  
Corporate Secretary

INDEX TO EXHIBITS

Current Report on Form 8-K

Dated April 8, 2016

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