

ABERCROMBIE & FITCH CO /DE/

Form 8-K

November 18, 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): November 11, 2016

ABERCROMBIE & FITCH CO.

(Exact name of registrant as specified in its charter)

Delaware

1-12107

31-1469076

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

6301 Fitch Path, New Albany, Ohio 43054

(Address of principal executive offices) (Zip Code)

(614) 283-6500

(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 2.02. Results of Operations and Financial Condition.

On November 18, 2016, Abercrombie & Fitch Co. (the "Company") issued a news release (the "Release") reporting the Company's unaudited financial results for the third quarter ended October 29, 2016. A copy of the Release is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

In conjunction with the Release, the Company also made available additional unaudited quarterly financial information along with additional financial information for the fiscal years ended January 30, 2016, January 31, 2015, February 1, 2014 and February 2, 2013. The additional financial information is furnished as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

In conjunction with the Release, the Company also made available an investor presentation of results for the third quarter ended October 29, 2016. The presentation, which is available under the "Investor Presentations" tab in the "Investors" section of the Company's website, located at www.bercrombie.com, is furnished as Exhibit 99.3 to this Current Report on Form 8-K and is incorporated herein by reference.

The Company's management conducted a conference call on November 18, 2016 to review the Company's financial results for the third quarter ended October 29, 2016. A copy of the transcript of the conference call is furnished as Exhibit 99.4 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 2.05. Costs Associated with Exit or Disposal Activities.

On November 11, 2016, the Company exercised a lease kick-out option for its A&F flagship store in Hong Kong. The Company expects the closure of this store to be substantially complete by the end of the second quarter of fiscal 2017. As a result of this decision, the Company expects to incur a lease termination charge of approximately \$16 million during the fourth quarter of fiscal 2016. In addition, the Company estimates the net cash outflow associated with this lease termination to be approximately \$16 million, consisting of two payments of approximately \$8 million each, with the first payment expected to be paid in the fourth quarter of fiscal 2016 and the second payment expected to be paid in the second quarter of fiscal 2017. This action is part of the Company's ongoing strategic review and is expected to drive economic benefit over time.

Item 8.01. Other Events.

On November 17, 2016, Abercrombie & Fitch Co. (the "Company") issued a news release reporting that the Board of Directors of the Company had declared a quarterly cash dividend of \$0.20 per share in respect of the Company's Class A Common Stock. The dividend was declared on November 16, 2016 and is payable on December 12, 2016 to stockholders of record at the close of business on December 2, 2016. A copy of the news release is included with this Current Report on Form 8-K as Exhibit 99.5 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(a) through (c) Not applicable

(d) Exhibits:

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

Exhibit No.	Description
99.1	News release issued by Abercrombie & Fitch Co. on November 18, 2016
99.2	Additional unaudited quarterly and fiscal year financial information
99.3	Investor presentation of results for third quarter ended October 29, 2016
99.4	Transcript of conference call held by management of Abercrombie & Fitch Co. on November 18, 2016
99.5	News release issued by Abercrombie & Fitch Co. on November 17, 2016 reporting declaration of quarterly cash dividend

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:

November
By: /s/ Joanne C. Crevoiserat
18,
2016

Joanne C. Crevoiserat
Executive Vice President and Chief Financial Officer

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