
**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 3, 2009 (November 2, 2009)

ABERCROMBIE & FITCH CO.

(Exact name of registrant as specified in its charter)

Delaware (State or other Jurisdiction of Incorporation)	1-12107 (Commission File Number)	31-1469076 (IRS Employer Identification No.)
6301 Fitch Path, New Albany, Ohio (Address of Principal Executive Offices)		43054 (Zip Code)

Registrant's telephone number, including area code: **(614) 283-6500**

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))
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Item 8.01. Other Events.

Following the approval of its Board of Directors, Abercrombie & Fitch Co. (the “Company”) 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 Company’s outstanding rights plan (and the Series A Participating Cumulative Preferred Stock Purchase Rights provided for thereunder), in each case effective as of the opening of business on November 2, 2009.

Item 9.01. Financial Statements and Exhibits.

(a) Financial statements of businesses acquired:

Not applicable.

(b) Pro forma financial information:

Not applicable.

(c) Shell company transactions:

Not applicable.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Appointment and Acceptance of Successor Rights Agent, effective as of the opening of business on November 2, 2009, between Abercrombie & Fitch Co. and American Stock Transfer & Trust Company, LLC

[Reminder 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: November 3, 2009

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

EXHIBIT INDEX

Exhibit Number	Description
99.1	Appointment and Acceptance of Successor Rights Agent, effective as of the opening of business on November 2, 2009, between Abercrombie & Fitch Co. and American Stock Transfer & Trust Company, LLC

APPOINTMENT AND ACCEPTANCE OF SUCCESSOR RIGHTS AGENT

This APPOINTMENT AND ACCEPTANCE OF SUCCESSOR RIGHTS AGENT, is entered into as of the opening of business on November 2, 2009, by and between Abercrombie & Fitch Co., a Delaware corporation (the "Company"), and American Stock Transfer & Trust Company, LLC ("AST").

WITNESSETH:

WHEREAS, on October 8, 2001, the Company appointed National City Bank (now a division of PNC Financial Services Group, Inc. ("PNC")) and hereinafter referred to as "NCB") to serve as "Rights Agent" under the Rights Agreement, dated as of July 16, 1998, which was subsequently amended by Amendment No. 1, dated as of April 21, 1999, and by Amendment No. 2, dated as of June 11, 2008 (collectively, the "Rights Agreement"); and

WHEREAS, in connection with the merger with PNC, NCB determined that it would no longer provide corporate services as a rights agent and submitted its resignation as Rights Agent under the Rights Agreement to be effect as of the close of business on October 30, 2009; and

WHEREAS, the Company has accordingly removed NCB as Rights Agent under the Rights Agreement effective as of the close of business on October 30, 2009; and

WHEREAS, pursuant to Section 21 of the Rights Agreement, the Company has the right to appoint a successor to the Rights Agent if the Rights Agent resigns, is removed or otherwise becomes incapable of acting; and

WHEREAS, AST has indicated to the Company that AST would be willing to serve as successor Rights Agent under the Rights Agreement, effective as of the opening of business on November 2, 2009;

NOW, THEREFORE, the Company and AST agree as follows:

1. Pursuant to Section 21 of the Rights Agreement, the Company hereby appoints, and AST hereby accepts the appointment of, AST as successor Rights Agent under the Rights Agreement, effective as of the opening of business on November 2, 2009.

2. In all respects not inconsistent with the terms and provisions of this Appointment and Acceptance of Successor Rights Agent, the Rights Agreement is hereby ratified and confirmed. In executing and delivering this Appointment and Acceptance of Successor Rights Agent, AST shall be entitled to all of the privileges and immunities afforded to, and subject to all of the obligations and duties of, the Rights Agent under the terms and conditions of the Rights Agreement.

3. This Appointment and Acceptance of Successor Rights Agent may be executed in any number of counterparts, each of which shall be an original, and such counterparts shall together constitute but one and the same instrument. Terms not defined herein shall, unless the context otherwise requires, have the meanings assigned to such terms in the Rights Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Appointment and Acceptance of Successor Rights Agent to be duly executed by their respective authorized representatives to be effective as of the day and year first above written.

AMERICAN STOCK TRANSFER & TRUST
COMPANY, LLC

ABERCROMBIE & FITCH CO.

By: /s/ Kenneth E. Staub

Name: Kenneth E. Staub

Title: Senior Vice President

By: /s/ David S. Cupps

Name: David S. Cupps

Title: Sr. VP, Secretary, General Counsel