

ABERCROMBIE & FITCH CO /DE/
Form DEFA14A
June 16, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ☐

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☐ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to §240.14a-12

Abercrombie & Fitch Co.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☐ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

[ABERCROMBIE & FITCH CO. LETTERHEAD]

June 15, 2011

Ms. Meredith Lawless
Fidelity Investments
Investment Proxy Research
One Spartan Way TS1E
Merrimack, NH 02054

Re: Abercrombie & Fitch Co.

Dear Ms. Lawless:

Thank you for taking the time to discuss with us our (1) advisory vote on executive compensation and (2) proposed amendment and restatement of the Abercrombie & Fitch Co. 2007 Long-Term Incentive Plan (the "LTIP"). As you know, our stockholders will be considering and voting on both of these matters at our upcoming Annual Meeting of Stockholders on June 16, 2011. We appreciate Fidelity's sharing its thoughts regarding the LTIP and advisory vote on executive compensation with us.

Consistent with the discussions between Abercrombie & Fitch Co. (the "Company") and Fidelity, the purpose of this letter is to inform Fidelity that our management will take the following actions during the 2011 fiscal year:

Proposal No. 3 Advisory Vote on Executive Compensation

Given that the existing CEO contract was entered into in 2008, management commits to recommend to the Compensation Committee that the Company review the contract provisions in light of the current landscape and current practices.

Management will recommend to the Compensation Committee to consider, to the extent it has not already done so, adding objective criteria in determining equity grant awards.

Additionally, where the Compensation Committee exercises discretion in determining awards, the Company will seek to enhance the related disclosure in the proxy to add additional transparency to the Compensation Committee's decision-making process.

Proposal No. 7 Approval of Amendment and Restatement of 2007 Long-Term Incentive Plan

Based upon stockholder approval of the Company's proposal to add 3,000,000 shares to the LTIP, the Company does not expect to request additional shares prior to the 2014 Annual Meeting, and management does not intend to recommend to the Compensation Committee that additional shares be requested prior to that date.

In addition to the foregoing, the Company remains committed to engaging with its stockholders as it reviews its compensation policies and practices going forward.

If you have any questions regarding the foregoing, please call me at your convenience. Again, thank you for your assistance and support.

/s/ Ronald A. Robins, Jr.

Ronald A. Robins, Jr.

Senior Vice President, General Counsel and Secretary