





Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 19, 2018, Arthur C. Martinez, Executive Chairman of the Board of Directors and a director of Abercrombie & Fitch Co. (the “Company”), informed the Company that he has decided to retire as a director of the Company and not stand for re election to the Company’s Board of Directors (the “Board”) at the 2018 Annual Meeting of Stockholders of the Company (the “2018 Annual Meeting”). Mr. Martinez will serve out his remaining term as a director, which will expire immediately prior to the 2018 Annual Meeting.

Item 8.01. Other Events.

On January 19, 2018, based on recommendations from the Nominating and Board Governance Committee of the Board (the “Nominating and Board Governance Committee”), the Board took the following actions in furtherance of the planned transition of the Chairman of the Board role:

In contemplation of Mr. Martinez’s planned retirement as a director at the expiration of his current term, the Board accepted Mr. Martinez’s resignation from his positions as Executive Chairman of the Board and Chair of the Executive Committee of the Board (the “Executive Committee”), with each such resignation to be effective February 3, 2018 (the end of the Company’s 2017 fiscal year). Mr. Martinez will continue to serve as a director of the Company as well as a member of the Executive Committee until the expiration of his current term as a director immediately prior to the Company’s 2018 Annual Meeting.

The Board elected Terry L. Burman, who currently serves as Lead Independent Director of the Company and Chair of the Nominating and Board Governance Committee, to serve as Non-Executive Chairman of the Board and also appointed Mr. Burman to serve as Chair of the Executive Committee, with each such action to be effective February 3, 2018. In contemplation of his transition to Non-Executive Chairman of the Board and in light of the additional responsibilities he will assume in such role, the Board accepted Mr. Burman’s resignation from his positions as Lead Independent Director and as a member of the Compensation and Organization Committee of the Board, with each such resignation to be effective February 3, 2018.

At the meetings of such committees to be held in February of 2018, the Compensation and Organization Committee of the Board and the Nominating and Board Governance Committee will consider and make recommendations to the full Board regarding appropriate adjustments, if any, to be made to the compensation of Messrs. Burman and Martinez in their new capacities, with such adjustments to be decided at the meeting of the full Board to be held in February of 2018.

On January 22, 2018, the Company issued a press release announcing the transition in the Chairman of the Board role. A copy of this press release is included as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(a) through (c) Not applicable

(d) Exhibits:

The following exhibit is included with this Current Report on Form 8-K:

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | <u>News release issued by Abercrombie &amp; Fitch Co. on January 22, 2018</u> |

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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:

January  
By: /s/ Robert E. Bostrom

22,

2018

Robert E. Bostrom

Senior Vice President, General Counsel and Corporate Secretary