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

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

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 under § 240.14a-12

VICTORIA'S SECRET & CO.
(Name of Registrant as Specified in Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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**Victoria's Secret & Co.
Important Notice Regarding the Availability
of Proxy Materials**

**Stockholders Meeting to be held on
May 27, 2022
For stockholders of record as of March 31, 2022**

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet including the Notice of Annual Meeting of Stockholders, Proxy Statement, and Annual Report on Form 10-K. This is not a ballot. You cannot use this notice to vote your shares. We encourage you to access and review all of the important information contained in the proxy materials before voting.

To view the proxy materials and to obtain directions on how to register for and attend the meeting, go to: www.proxydocs.com/VSCO

To vote your proxy while visiting this site, you will need the 12 digit control number in the box below.

Under United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the Internet.



**For a convenient way to view proxy materials and VOTE go to
www.proxydocs.com/VSCO**

**Have the 12 digit control number located in the shaded box above available
when you access the website and follow the instructions.**

If you want to receive a paper or e-mail copy of the proxy material, you must request one. There is no charge to you for requesting a copy. In order to receive a paper package in time for this year's meeting, you must make this request on or before May 17, 2022.

To order paper materials, use one of the following methods.



INTERNET

www.investorelections.com/VSCO



**TELEPHONE
(866) 648-8133**



*** E-MAIL**

paper@investorelections.com

When requesting via the Internet or telephone you will need the 12 digit control number located in the shaded box above.

* If requesting material by e-mail, please send a blank e-mail with the 12 digit control number (located above) in the subject line. No other requests, instructions OR other inquiries should be included with your e-mail requesting material.

Victoria's Secret & Co.

Meeting Type: Annual Meeting of Stockholders

Date: Friday, May 27, 2022

Time: 8:30 AM, Eastern Time

Place: Annual Meeting to be held live via the Internet - please visit www.proxydocs.com/VSCO for more details

You must register to attend the meeting online and participate at www.proxydocs.com/VSCO

SEE REVERSE FOR FULL AGENDA

Victoria's Secret & Co.

Annual Meeting of Stockholders

THE BOARD OF DIRECTORS RECOMMENDS A VOTE:

FOR ON PROPOSALS 1, 2 AND 4

THE BOARD RECOMMENDS THAT AN ADVISORY VOTE ON THE COMPENSATION FOR NAMED EXECUTIVE OFFICERS BE HELD EVERY 1 YEAR.

PROPOSAL

1. To elect eight directors to serve until the 2023 annual meeting of stockholders;
 - 1.01 Irene Chang Britt
 - 1.02 Sarah Davis
 - 1.03 Jacqueline Hernández
 - 1.04 Donna James
 - 1.05 Mariam Naficy
 - 1.06 Lauren Peters
 - 1.07 Anne Sheehan
 - 1.08 Martin Waters
2. To approve, on an advisory basis, the compensation of our named executive officers;
3. To select, on an advisory basis, the frequency of future advisory votes on the compensation of our named executive officers;
4. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2022; and
5. To transact such other business as may properly come before the meeting and any adjournments or postponements thereof.