

Ascena Retail Group, Inc.  
Form 4  
September 24, 2014

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**JAFFE ELLIOT S**

(Last) (First) (Middle)

**C/O ASCENA RETAIL GROUP,  
INC., 933 MACARTHUR  
BOULEVARD**

(Street)

**MAHWAH, NJ 07430**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
**Ascena Retail Group, Inc. [ASNA]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**09/22/2014**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) Chairman

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                     | V                                                                          | Amount<br>(1)                                                                                                      | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common                                | 09/22/2014                              |                                                             | A                        |                                                                            | 1,667<br>(1)                                                                                                       | A                                                                    | \$ 0                                                              |
| Common                                |                                         |                                                             |                          |                                                                            | 762,938 (2)                                                                                                        | I                                                                    |                                                                   |

See  
footnote (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Restricted Stock Units <sup>(3)</sup>      | \$ 0                                                   | 09/22/2014                           |                                                    | M                              | 1,667                                                                                   | <u>(1)</u>                                               | Common                                                        | 1,667                         |
| Restricted Stock Units <sup>(3)</sup>      | \$ 0                                                   | 09/24/2014                           |                                                    | A                              | 5,000                                                                                   | <u>(4)</u>                                               | Common                                                        | 5,000                         |

## Reporting Owners

| Reporting Owner Name / Address                                                                 | Relationships |           |          |       |
|------------------------------------------------------------------------------------------------|---------------|-----------|----------|-------|
|                                                                                                | Director      | 10% Owner | Officer  | Other |
| JAFFE ELLIOT S<br>C/O ASCENA RETAIL GROUP, INC.<br>933 MACARTHUR BOULEVARD<br>MAHWAH, NJ 07430 | X             |           | Chairman |       |

## Signatures

/s/ Mary Beth Riley - by power of attorney  
09/24/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On September 20, 2012, the reporting person was granted 5,000 restricted stock units, vesting in three equal installments beginning on the first anniversary of the grant date.
- (2) Shares are held by Roslyn Jaffe, Mr. Jaffe's wife. Mr. Jaffe disclaims beneficial ownership of these shares.
- (3) Granted under the Company's 2010 Stock Incentive Plan.
- (4) On September 24, 2014, the reporting person was granted 5,000 restricted stock units, vesting in three equal installments beginning on the first anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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