Edgar Filing: Ascena Retail Group, Inc. - Form 4

| Ascena Retail G | oup, Inc. | | | | | | | | | | |
|--|--|-------------------|---|--|--------------------------------------|---|--|---|---|--|--|
| Form 4 | 15 | | | | | | | | | | |
| December 14, 20 | | | | | | | | | PPROVAL | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | | 3235-0287 January 31, 2005 average Jrs per . 0.5 | | |
| Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction See Instruction Form 5 See Instruction See Instruction | | | | | ge Act of 1934, of 1935 or Sectio | | | | | | |
| See Instruction 1(b). | 1 | 30(n) of the | Investment | Company | y Act | OI 19 | 40 | | | | |
| (Print or Type Respo | onses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> EPPLER KLAUS | | | 2. Issuer Name and Ticker or Trading Symbol Ascena Retail Group, Inc. [ASNA] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| (Last) (First) (Middle) C/O ASCENA RETAIL GROUP, INC., 933 MACARTHUR BOULEVARD | | | 3. Date of Earliest Transaction (Month/Day/Year) 12/10/2015 | | | (Check all applicable) Director 10% Owner Officer (give title Other (specify below) below) | | | | | |
| | (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | | | | |
| MAHWAH, NJ | 07430 | | | | | | Form filed by M Person | | | | |
| (City) | (State) (Z | ^(ip) T | able I - Non-D | Oerivative S | Securi | ties Ac | quired, Disposed of | f, or Beneficial | lly Owned | | |
| (Instr. 3) any | | Execution Date | on Date, if TransactionAcquired (A) or Code Disposed of (D) | | | SecuritiesIBeneficially(OwnedIFollowing(| 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| Common | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) 41,298 | D | | | |

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 required to respond unless the form displays a currently valid OMB control number.

 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. Transacti Code (Instr. 8) | 5. Number onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | | | 8. Pr Deriv Secu (Inst |
|---|---|---|---|---------------------------------------|---|--|--------------------|--------|--|---------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units (1) | \$ 0 | 12/10/2015 | | А | 1,093 | (2) | (2) | Common | 1,093 | \$ |

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| EPPLER KLAUS C/O ASCENA RETAIL GROUP, INC. 933 MACARTHUR BOULEVARD MAHWAH, NJ 07430 | Х | | | | | | |
| Signatures | | | | | | | |
| Mary Beth Riley, by power of attorney | 12/14/2015 | | | | | | |
| **Signature of Reporting Person | Da | ite | | | | | |
| | | | | | | | |

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) Granted under the Company's 2010 Incentive Stock Plan.
- (2) On December 10, 2015, the reporting person was granted 1,093 restricted stock units, vesting in three equal annual installments being 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.