Lynch Brian E Form 4 September 28, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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Estimated average

**OMB APPROVAL** 

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Check this box

obligations may continue. See Instruction

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

Ascena Retail Group, Inc. [ASNA]

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Lynch Brian E

2. Issuer Name and Ticker or Trading Symbol

(Month/Day/Year)

09/27/2017

(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Instr. 3)

Common

(Middle)

3. Date of Earliest Transaction

10% Owner

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

**BOULEVARD** 

(First)

Director X\_ Officer (give title below)

Other (specify

President & COO

(Check all applicable)

(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 Form filed by More than One Reporting

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

**MAHWAH**, NJ 07430

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Following

Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s)

Code V Amount (D) Price

(Instr. 3 and 4)

38,779 D

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

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SEC 1474 (9-02)

Indirect

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

### Edgar Filing: Lynch Brian E - Form 4

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 or 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 A Underlying S (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units (1)	(2)	09/27/2017		A	1,000,000	(3)	<u>(3)</u>	Common
Option To Buy (1)	\$ 2.37	09/27/2017		A	360,825	09/27/2018(4)	09/27/2024(4)	Common

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lynch Brian E C/O ASCENA RETAIL GROUP, INC. 933 MACARTHUR BOULEVARD MAHWAH, NJ 07430

President & COO

## **Signatures**

Mary Beth Riley, by power of attorney

09/28/2017

\*\*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) Granted under the Company's 2016 Omnibus Incentive Plan.
- (2) Restricted stock units convert into common stock on a one-for-one basis.
- (3) On September 27, 2017, the reporting person was granted 1,000,000 restricted stock units, vesting 50% on June 30, 2019 and 50% on June 30, 2020.
- (4) Vests in two annual 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. 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.

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