

Ascena Retail Group, Inc.

Form 3

February 18, 2015

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Giammatteo Robert

(Last) (First) (Middle)

C/O ASCENA RETAIL
GROUJP, INC.,Â 933
MACARTHUR BOULEVARD

(Street)

MAHWAH,Â NJÂ 07430

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/11/2015

3. Issuer Name **and** Ticker or Trading Symbol
Ascena Retail Group, Inc. [ASNA]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

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

SVP, CFO

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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common

333

D Â

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

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Option To Buy	12/11/2014	12/13/2020	Common	10,000	\$ 20.41	D	Â
Option To Buy	09/23/2015	09/23/2021	Common	15,000	\$ 14.12	D	Â
Restricted Stock Units <u>(1)</u>	Â <u>(2)</u>	Â <u>(2)</u>	Common	500 <u>(3)</u>	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Giammatteo Robert C/O ASCENA RETAIL GROUJP, INC. 933 MACARTHUR BOULEVARD MAHWAH,Â NJÂ 07430	Â	Â	Â SVP, CFO	Â

Signatures

Mary Beth Riley, Power of Attorney 02/18/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Restricted stock units issued under the Company's 2010 Stock Incentive Plan.

(2) On Decemer 11, 2013, the reporting person was granted 1,000 restricted stock units, vesting in two equal annual installments beginning on the first anniversary of the grant date.

(3) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Ascena common stock.

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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