

Ascena Retail Group, Inc.
Form 3
September 02, 2014

FORM 3

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

OMB APPROVAL

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**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 Trolaro Kevin Michael
(Last) (First) (Middle)

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

(Street)

MAHWAH, Â NJ Â 07430

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
08/29/2014

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Interim CFO

6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ 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

0

D Â

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

SEC 1473 (7-02)

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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
Derivative

5. 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 ⁽¹⁾	06/19/2014 ⁽²⁾	06/19/2020 ⁽²⁾	Common	2,500	\$ 17.67	D	Â
Option To Buy ⁽¹⁾	09/25/2014 ⁽²⁾	09/25/2020 ⁽²⁾	Common	2,000	\$ 19.91	D	Â
Restricted Stock Units ⁽¹⁾	Â ⁽³⁾	Â ⁽³⁾	Common	667	\$ 0	D	Â
Restricted Stock Units ⁽¹⁾	Â ⁽⁴⁾	Â ⁽⁴⁾	Common	7,000	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Trolaro Kevin Michael C/O ASCENA RETAIL GROUP, INC. 933 MACARTHUR BOULEVARD MAHWAH, Â NJ Â 07430	Â	Â	Â Interim CFO	Â

Signatures

Mary Beth Riley,
Attorney-in-Fact

09/02/2014

 **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) Granted under the Company's 2010 Incentive Stock Plan.

(2) Exercisable in four equal annual installments with the first installment on the date indicated.

(3) On September 25, 2013, the reporting person was granted 667 restricted share units, vesting in four equal annual installments beginning on the first anniversary of the grant date.

(4) On July 23, 2014, the reporting person was granted 7,000 restricted share units, vesting in two equal installments beginning on November 30, 2015.

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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