Ascena Retail Group, Inc.

Form 3

March 06, 2015

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 *

Pershing John E

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

03/04/2015

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Ascena Retail Group, Inc. [ASNA]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

EVP, Human Resources

Filed(Month/Day/Year)

5. If Amendment, Date Original

C/O ASCENA RETAIL GROUJP, INC., Â 933

MACARTHUR BOULEVARD

(Street)

Director _X__ Officer (give title below) (specify below)

10% Owner Other

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

MAHWAH, NJÂ 07430

(City) (State)

1. Title of Security (Instr. 4)

Common

(Zip)

Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities

Beneficially Owned

(Instr. 4)

0

3.

(I) (Instr. 5)

Ownership

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Form: Direct (D)

or Indirect

Â D

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

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial

Ownership

(Instr. 5)

Price of Security:

Derivative

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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	09/20/2013	09/20/2022	Common	25,000	\$ 20.79	D	Â
Option To Buy	09/25/2014	09/25/2020	Common	25,000	\$ 19.91	D	Â
Option To Bujy	09/23/2015	09/23/2021	Common	25,000	\$ 14.12	D	Â
Option To Buy	09/21/2012	09/21/2021	Common	20,000	\$ 13.135	D	Â
Option To Buy	03/09/2012	03/09/2021	Common	12,500	\$ 15.545	D	Â
Restricted Stock Units (1)	(2)	(2)	Common	1,250 (3)	\$ 0	D	Â
Restricted Stock Units (1)	(4)	(4)	Common	56,000 (3)	\$ 0	D	Â
Restricted Stock Units (1)	(5)	(5)	Common	6,000 (3)	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
and the state of t	Director	10% Owner	Officer	Other	
Pershing John E C/O ASCENA RETAIL GROUJP, INC. 933 MACARTHUR BOULEVARD MAHWAH, NJ 07430	Â	Â	EVP, Human Resources	Â	

Signatures

Mary Beth Riley, Power of Attorney 03/06/2015

**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.
- On March 9, 2011, the reporting person was granted 5,000 restricted stock units, vesting in four 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.
- On January 27, 2012, the reporting person was granted 80,000 restricted stock units, vesting as follows: 8,000 shares on the first, second (4) and third anniversary of the grant date, 12,000 shares on the fourth anniversary of the grant date, 16,000 shares on the fifth anniversary of the grant date, and 28,000 shares on the sixth anniversary date of the grant.
- On March 4, 2015, the reporting person was granted 6,000 restricted stock units, vesting in two 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. 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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