

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 *

Â Pershing John E
(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)
03/04/2015

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)
EVP, Human Resources

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 | 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 Buy | 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⁾ Â ⁽²⁾ | | Â ⁽²⁾ | Common | 1,250 ⁽³⁾ | \$ 0 | D | Â |
| Restricted Stock Units ⁽¹⁾ Â ⁽⁴⁾ | | Â ⁽⁴⁾ | Common | 56,000 ⁽³⁾ | \$ 0 | D | Â |
| Restricted Stock Units ⁽¹⁾ Â ⁽⁵⁾ | | Â ⁽⁵⁾ | Common | 6,000 ⁽³⁾ | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pershing John E C/O ASCENA RETAIL GROUJP, INC. 933 MACARTHUR BOULEVARD MAHWAH,Â NJÂ 07430 | Â | 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.

(2) 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.

(4) On January 27, 2012, the reporting person was granted 80,000 restricted stock units, vesting as follows: 8,000 shares on the first, second 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.

(5) 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.

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