

Ascena Retail Group, Inc.  
Form 4  
March 05, 2015

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
**Giammatteo Robert**

(Last) (First) (Middle)

**ASCENA RETAIL GROUP,  
INC., 933 MACARTHUR  
BOULEVARD**

(Street)

**MAHWAH, NJ 07430**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/04/2015**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (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 Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common				(A) or (D) Code V Amount (D) Price	333	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)

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

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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 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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option To Buy	\$ 20.41					12/11/2014	12/11/2020	Common	10,000
Option To Buy	\$ 14.12					09/23/2015	09/23/2021	Common	15,000
Restricted Stock Units <sup>(1)</sup>	\$ 0					<u>(2)</u>	<u>(2)</u>	Common	500
Restricted Stock Units <sup>(1)</sup>	\$ 0	03/04/2015		A	10,000 <sup>(3)</sup>	<u>(4)</u>	<u>(4)</u>	Common	10,000
Restricted Stock Units <sup>(1)</sup>	\$ 0	03/04/2015		A	2,500 <sup>(3)</sup>	<u>(5)</u>	<u>(5)</u>	Common	2,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Giammatteo Robert ASCENA RETAIL GROUP, INC. 933 MACARTHUR BOULEVARD MAHWAH, NJ 07430			SVP, CFO	

## Signatures

Mary Beth Riley, Powe of Attorney  
 03/05/2015  
 \*\*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) Restricted stock units issued under the Company's Stock Incentive Plan.
- (2) On December 11, 2013, the reporting person was granted 1,000 restricted stock units, vesting in two equal 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.

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- (4) On March 4, 2015, the reporting person was granted 10,000 restricted stock units, vesting in two equal installments beginning on the first anniversary of the grant date.
- (5) On March 4, 2015, the reporting person was granted 2,500 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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