

Ascena Retail Group, Inc.

Form 4

March 05, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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
X Officer (give title ____ Other (specify
below) below)
SVP, 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 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
| Common | | | Code V | Amount (D) Price | 333 | D | |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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 ⁽¹⁾ | \$ 0 | | | | | | | <u>(2)</u> | <u>(2)</u> | Common | 500 |
| Restricted Stock Units ⁽¹⁾ | \$ 0 | 03/04/2015 | | A | | 10,000 <u>(3)</u> | | <u>(4)</u> | <u>(4)</u> | Common | 10,000 |
| Resticted Stock Units ⁽¹⁾ | \$ 0 | 03/04/2015 | | A | | 2,500 <u>(3)</u> | | <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) Resticted 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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