

Ascena Retail Group, Inc.
Form SC 13G
February 10, 2015

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

OMB APPROVAL
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SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No.)***

Ascena Retail Group Inc.

(Name of Issuer)

Common

(Title of Class of Securities)

04351G101

(CUSIP Number)

January 31, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SEC 1745 (3-06)

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CUSIP No. 04351G101

1. Names of Reporting Persons.
I.R.S. Identification Nos. of Above Persons (Entities Only).

PRIMECAP Management Company 95-3868081

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
225 South Lake Ave., #400, Pasadena, CA 91101

Number of
Shares
Beneficially by
Owned by
Each
Reporting
Person With:

5.	Sole Voting Power 7,843,000
6.	Shared Voting Power 0
7.	Sole Dispositive Power 9,518,200
8.	Shared Dispositive Power 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
9,518,200

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
5.85%

12. Type of Reporting Person (See Instructions)
IA

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Item 1.

- (a) Name of Issuer
Ascena Retail Group Inc.
- (b) Address of Issuer's Principal Executive Offices
933 MacArthur Blvd., Mahwah, NJ 07430

Item 2.

- (a) Name of Person Filing
PRIMECAP Management Company
- (b) Address of Principal Business Office or, if none, Residence
225 South Lake Ave., #400, Pasadena, CA 91101
- (c) Citizenship
U.S.A.
- (d) Title of Class of Securities
Common
- (e) CUSIP Number
04351G101

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
 - (h)