

Ascena Retail Group, Inc.
 Form 3
 February 18, 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)

| | | | | | |
|---|--|--|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Giammatteo Robert</p> <p>(Last) (First) (Middle)</p> <p>C/O ASCENA RETAIL GROUJP, INC.,Â 933 MACARTHUR BOULEVARD</p> <p>(Street)</p> <p>MAHWAH,Â NJÂ 07430</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/11/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Ascena Retail Group, Inc. [ASNA]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, CFO</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|--|--|--|---|--|

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 | 333 | 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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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 | 12/11/2014 | 12/13/2020 | Common | 10,000 | \$ 20.41 | D | Â |
| Option To Buy | 09/23/2015 | 09/23/2021 | Common | 15,000 | \$ 14.12 | D | Â |
| Restricted Stock Units <u>(1)</u> Â <u>(2)</u> | | Â <u>(2)</u> | Common | 500 <u>(3)</u> | \$ 0 | D | Â |

Reporting Owners

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

Signatures

Mary Beth Riley, Power of Attorney
02/18/2015

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 Decemer 11, 2013, the reporting person was granted 1,000 restricted stock units, vesting in two 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.

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.