

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Pershing John E		(Month/Day/Year)	Ascena Retail Group, Inc. [ASNA]	
(Last)	(First)	(Middle)	03/04/2015	
C/O ASCENA RETAIL GROUP, INC., 933 MACARTHUR BOULEVARD			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
MAHWAH, NJ 07430			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			EVP, Human Resources	

**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	

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	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 <sup>(1)</sup> Â <sup>(2)</sup>		Â <sup>(2)</sup>	Common	1,250 <sup>(3)</sup>	\$ 0	D	Â
Restricted Stock Units <sup>(1)</sup> Â <sup>(4)</sup>		Â <sup>(4)</sup>	Common	56,000 <sup>(3)</sup>	\$ 0	D	Â
Restricted Stock Units <sup>(1)</sup> Â <sup>(5)</sup>		Â <sup>(5)</sup>	Common	6,000 <sup>(3)</sup>	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pershing John E C/O ASCENA RETAIL GROUP, INC. 933 MACARTHUR BOULEVARD MAHWAH, NJ 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.  
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.
- (4) 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. 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.