Edgar Filing: Ascena Retail Group, Inc. - Form 4

Ascena Retail Group, Inc. Form 4 January 28, 2016 FORM 4	ATES SECUE	PITIES /	AND FY	СНА	NCF C(OMMISSION		PROVAL	
Check this box if no longer subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES OMB Number: 3235-02 Statement of the section 16. SECURITIES SECURITIES Section 16.									
(Print or Type Responses)									
1. Name and Address of Reporting Per Pershing John E	Symbol					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Mid ASCENA RETAIL GROUP, INC., 933 MACARTHUR BOULEVARD	(Month/E					Director 10% Owner XOfficer (give title Other (specify below) below) EVP, Chief HR Officer			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)				Ĺ	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
MAHWAH, NJ 07430 Form filed by More than One Reporting Person						porting			
(City) (State) (Zi	^{p)} Tabl	le I - Non-J	Derivative	Secur	ities Acqu	ired, Disposed of,	or Beneficial	y Owned	
. ,			onor Dispos (Instr. 3, 4 Amount	ed of ((D)	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 01/27/2016		М	12,000 (1)	А	\$0 \$	19,903	D		
Common 01/28/2016		S	4,505 (2)	D	\$ 7.4738 (3)	15,398	D		

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

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

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. Transacti Code (Instr. 8)	ionDerivative Securities		iorDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		actionDerivative Securities . 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exer Expiration D (Month/Day	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. l De Sec (In
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Restricted Stock Units (4)	\$ 0	01/27/2016		М		12,000 (1)	<u>(1)</u>	(1)	Common	12,000					

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Pershing John E ASCENA RETAIL GROUP, INC. 933 MACARTHUR BOULEVARD MAHWAH, NJ 07430			EVP, Chief HR Officer				
Signatures							
Mary Beth Riley, Powe of	01/28/2016						

Attorney <u>**</u>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).

On January 27, 2012, the reporting person was granted 80,000 restricted stock units, vesting as follows: 8,000 shares on the first, second
 (1) 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.

- (2) Shares sold to pay taxes due upon vesting of restricted stock.
- This transaction was executed in multiple trades ranging from \$7.47 to \$7.4753. The price reported above reflects the weighted average
- (3) sale price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the issuer or a security holder of the issuer.
- (4) Restricted stock units issued under the Company's 2010 Stock Incentive Plan.

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.