

Ascena Retail Group, Inc.  
Form S-8  
January 31, 2014

As filed with the Securities and Exchange Commission on January 31, 2014

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**ASCENA RETAIL GROUP, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**30-0641353**  
(I.R.S. Employer  
Identification No.)

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**30 Dunnigan Drive**

**Suffern, New York**  
(Address of Principal Executive Offices)

**10901**  
(Zip Code)

**Ascena Retail Group, Inc. 2010 Stock Incentive Plan**

**(Amended and Restated Effective December 11, 2012)**

(Full Title of the Plan)

*Copies to:*

**David Jaffe**  
**President and Chief Executive Officer**  
**Ascena Retail Group, Inc.**  
**30 Dunnigan Drive**  
**Suffern, New York 10901**  
(Name and Address of Agent for Service)

**Steven L. Kirshenbaum, Esq.**  
**Julie M. Allen, Esq.**  
**Proskauer Rose LLP**  
**Eleven Times Square**  
**New York, New York 10036**  
**(212) 969-3000**

**(845) 369-4500**

(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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CALCULATION OF REGISTRATION FEE

Title Of Each Class Of Securities	Amount To Be	Proposed	Proposed	Amount Of
		Maximum	Maximum	
To Be Registered	Registered <sup>(1)</sup>	Per Share	Offering Price	Registration Fee
Common Stock, par value \$0.01 per share	15,000,000	\$18.94 <sup>(2)</sup>	\$284,100,000 <sup>(2)</sup>	\$36,592.08 <sup>(3)</sup>

- (1) Represents the additional number of shares of common stock, par value \$0.01 per share ( Common Stock ) of Ascena Retail Group, Inc. (the Registrant ) that may be granted under the Ascena Retail Group, Inc. 2010 Stock Incentive Plan (amended and restated effective December 11, 2012) (the Plan ).
- (2) Calculated solely for purposes of this offering under Rules 457(c) and 457(h) of the Securities Act of 1933, as amended (the Securities Act ), on the basis of the average of the high and low selling prices per share of Common Stock on January 29, 2014, as reported on the NASDAQ Stock Market.
- (3) Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of an additional 15,000,000 shares of Common Stock under the Plan. Prior registration statements on Form S-8 were previously filed by the Registrant s predecessor The Dress Barn, Inc. (the Predecessor Registrant ) on November 8, 2006 (Registration No. 333-138506) (the Initial Registration Statement ) and the Registrant on July 21, 2011 (Registration No. 333-175693) for the existing securities under the Plan. The Registrant, as the successor registrant to the Predecessor Registrant, adopted the Initial Registration Statement as its own registration statement in accordance with Paragraph (d) of Rule 414 of the Securities Act under Post-Effective Amendment No. 1 to the Initial Registration Statement, filed on January 14, 2011 (Registration No. 333-138506-99).

Explanatory Note

Pursuant to General Instruction E of Form S-8, the Registrant hereby makes the following statement:

This Registration Statement on Form S-8 is filed by Ascena Retail Group, Inc. (the Registrant) to register an additional 15,000,000 shares (the Additional Shares) of the Registrant's common stock, par value \$0.01 per share (Common Stock) which may be awarded pursuant to the Ascena Retail Group, Inc. 2010 Stock Incentive Plan (amended and restated effective December 11, 2012) (the Plan). The Plan was formerly known as The Dress Barn, Inc. 2010 Stock Incentive Plan, which was an amendment and restatement of The Dress Barn, Inc. 2001 Stock Incentive Plan that was approved by the Board of Directors of The Dress Barn, Inc. (the Predecessor Registrant).

The Additional Shares are in addition to the 36,000,000 shares of the Common Stock previously registered with respect to the Plan, of which 24,000,000 shares were registered by the Predecessor Registrant pursuant to the Registration Statement on Form S-8 (Registration No. 333-138506) filed by the Predecessor Registrant on November 8, 2006 (the Initial Registration Statement) and 12,000,000 shares were registered by the Company pursuant to the Registration Statement on Form S-8 (Registration No. 333-175693) filed by the Company on July 21, 2011 (the Second Registration Statement). The numbers of shares of Common Stock set forth in the prior sentence reflect adjustments that in each case give effect to the Registrant's two-for-one stock split on April 3, 2012. The Initial Registration Statement was adopted by the Registrant as its own registration statement in accordance with Paragraph (d) of Rule 414 of the Securities Act of 1933, as amended (the Securities Act) under Post-Effective Amendment No. 1 to the Initial Registration Statement (Registration No. 333-138506-99), filed on January 14, 2011 (the Post-Effective Amendment). The Additional Shares increase the aggregate number of shares of Registrant Common Stock that may be subject to awards under the Plan from 36,000,000 to 51,000,000. Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statement, as amended by the Post-Effective Amendment, and the Second Registration Statement are hereby incorporated by reference herein.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents, as originally filed with the Securities and Exchange Commission (the Commission) by the Registrant or the Predecessor Registrant are hereby incorporated herein by reference:

- (a) the Registrant's Annual Report on Form 10-K for the fiscal year ended July 27, 2013, filed with the Commission on September 24, 2013;
- (b) the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended October 26, 2013, filed with the Commission on December 2, 2013;
- (c) the Registrant's Current Reports on Form 8-K, filed with the Commission on October 25, 2013 and December 13, 2013; and
- (d) the description of the Registrant's common stock set forth in the Registrant's Registration Statement on Form S-4/A, filed November 10, 2010.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, subsequent to the effective date of this Registration Statement, prior to the filing of a post-effective amendment to this Registration Statement indicating that all securities offered hereby have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents. In no event, however, will any information that the Registrant discloses under Item 2.02 or Item 7.01 of any Current Report on Form 8-K that the Registrant may from time to time furnish to the Commission be incorporated by reference into, or otherwise become a part of, this Registration Statement. Any statement contained in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed to constitute a part of this Registration Statement, except as so modified or superseded.

**Item 8. Exhibits.**

Exhibit No.	Description
4.1	Second Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Annex II to the proxy statement/prospectus included in the Registrant's Registration Statement on Form S-4/A, filed with the Commission on November 10, 2010).
4.2	Certificate of Amendment of Second Amended and Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 of the Current Report on Form 8-K of the Registrant, filed with the Commission on January 3, 2011).
4.3	Bylaws of the Registrant (incorporated by reference to Annex III to the proxy statement/prospectus included in the Registrant's Registration Statement on S-4/A, filed with the Commission on November 10, 2010).
5.1	Opinion of Proskauer Rose LLP.*
23.1	Consent of Deloitte & Touche LLP.*
23.2	Consent of Proskauer Rose LLP (included in Exhibit 5.1).*
24.1	Power of Attorney (included on signature page).

\* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Suffern, State of New York on this January 31, 2014.

**ASCENA RETAIL GROUP, INC.**

By: /s/ David Jaffe  
 Name: David Jaffe

Title: President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS that each person whose signature appears below hereby constitutes and appoints David Jaffe and Dirk A. Montgomery and each of them, acting singly his or her attorney-in-fact and agent, with full power of substitution and resubstitution, for and in such person's name, place and stead, in the capacities indicated below, to sign a Registration Statement on Form S-8 of Ascena Retail Group, Inc. and any and all amendments (including post-effective amendments) thereto, and to file or cause to be filed the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as such person might, or could, do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Elliot S. Jaffe	Non-Executive Chairman of the Board	January 31, 2014
Elliot S. Jaffe		
/s/ David Jaffe		January 31, 2014
David Jaffe	Director, President and Chief Executive Officer (Principal Executive Officer)	
/s/ Dirk A. Montgomery	Chief Financial Officer (Principal Financial Officer)	January 31, 2014
Dirk A. Montgomery		
/s/ Klaus Eppler	Director	January 31, 2014
Klaus Eppler		
/s/ Randy L. Pearce	Director	January 31, 2014
Randy L. Pearce		

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ John Usdan	Director	January 31, 2014
John Usdan		
/s/ Kate Buggeln	Director	January 31, 2014
Kate Buggeln		
/s/ Michael W. Rayden	Director	January 31, 2014
Michael W. Rayden		



**EXHIBIT INDEX**

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