

Ascena Retail Group, Inc.
 Form 3
 September 02, 2014

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 Trolaro Kevin Michael</p> <p>(Last) (First) (Middle)</p> <p>C/O ASCENA RETAIL GROUP, INC., Â 933 MACARTHUR BOULEVARD</p> <p>(Street)</p> <p>MAHWAH, Â NJ Â 07430</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/29/2014</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</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Interim 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</p> <p><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 | 0 | 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 ⁽¹⁾ | 06/19/2014 ⁽²⁾ | 06/19/2020 ⁽²⁾ | Common | 2,500 | \$ 17.67 | D | Â |
| Option To Buy ⁽¹⁾ | 09/25/2014 ⁽²⁾ | 09/25/2020 ⁽²⁾ | Common | 2,000 | \$ 19.91 | D | Â |
| Restricted Stock Units ⁽¹⁾ | Â ⁽³⁾ | Â ⁽³⁾ | Common | 667 | \$ 0 | D | Â |
| Restricted Stock Units ⁽¹⁾ | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Common | 7,000 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Trolaro Kevin Michael C/O ASCENA RETAIL GROUP, INC. 933 MACARTHUR BOULEVARD MAHWAH, NJ 07430 | Â | Â | Â Interim CFO | Â |

Signatures

Mary Beth Riley,
Attorney-in-Fact

09/02/2014

**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) Granted under the Company's 2010 Incentive Stock Plan.
- (2) Exercisable in four equal annual installments with the first installment on the date indicated.
- (3) On September 25, 2013, the reporting person was granted 667 restricted share units, vesting in four equal annual installments beginning on the first anniversary of the grant date.
- (4) On July 23, 2014, the reporting person was granted 7,000 restricted share units, vesting in two equal installments beginning on November 30, 2015.

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.