

Ascena Retail Group, Inc.  
 Form 3  
 October 07, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**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                                |  |
| Â Lynch Brian E  |         | (Month/Day/Year)                     | Ascena Retail Group, Inc. [ASNA]   |  |
| (Last)   | (First) | (Middle)                             | 10/04/2016   |  |
| C/O ASCENA RETAIL GROUP, INC., Â 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, Â NJ Â 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  |
|  |         |                                      | Chief Operating Officer  |  |

**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                          | 12,053  | 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 <sup>(1)</sup>          | 06/03/2016       | 06/03/2022       | Common | 50,000                     | \$ 15.19          | D                                     | ^ |
| Restricted Stock Units <sup>(1)</sup> | ^ <sup>(2)</sup> | ^ <sup>(2)</sup> | Common | 45,000                     | \$ <sup>(3)</sup> | D                                     | ^ |
| Option To Buy <sup>(1)</sup>          | 09/29/2016       | 09/29/2022       | Common | 52,730                     | \$ 13.48          | D                                     | ^ |
| Restricted Stock Units <sup>(1)</sup> | ^ <sup>(4)</sup> | ^ <sup>(4)</sup> | Common | 11,899                     | \$ <sup>(3)</sup> | D                                     | ^ |
| Option To Buy <sup>(5)</sup>          | 09/21/2017       | 09/21/2023       | Common | 107,774                    | \$ 5.56           | D                                     | ^ |
| Restricted Stock Units <sup>(5)</sup> | ^ <sup>(6)</sup> | ^ <sup>(6)</sup> | Common | 35,173                     | \$ <sup>(3)</sup> | D                                     | ^ |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| Lynch Brian E<br>C/O ASCENA RETAIL GROUP, INC.<br>933 MACARTHUR BOULEVARD<br>MAHWAH, NJ 07430 | ^             | ^         | ^ Chief Operating Officer | ^     |

## Signatures

Mary Beth Riley By Power Of Attorney 10/07/2016

\*\*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 Stock Incentive Plan.
- (2) On June 3, 2015, the reporting person was granted 60,000 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date.
- (3) Restricted stock units convert into common stock on a one-for-one basis.
- (4) On September 29, 2015, the reporting person was granted 17,850 restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.
- (5) Granted under the Company's 2016 Omnibus Incentive Plan.
- (6) On September 21, 2016, the reporting person was granted 35,173 restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.

^  
**Remarks:**  
 EXHIBIT LIST: ^ EX-24 ^ - ^ Power ^ of ^ Attorney ^ Brian ^ E. ^ Lynch

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.