

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: 3235-0104Expires: January 31,
2005Estimated 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 *Â Lynch Brian E
(Last) (First) (Middle)C/O ASCENA RETAIL
GROUP, INC., Â 933
MACARTHUR BOULEVARD

(Street)

MAHWAH, Â NJ Â 07430

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
10/04/20163. Issuer Name **and** Ticker or Trading Symbol
Ascena Retail Group, Inc. [ASNA]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Chief Operating Officer6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person**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)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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
Derivative5. 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⁾	06/03/2016	06/03/2022	Common	50,000	\$ 15.19	D	Â
Restricted Stock Units ⁽¹⁾ Â ⁽²⁾	Â ⁽²⁾	Â ⁽²⁾	Common	45,000	\$ ⁽³⁾	D	Â
Option To Buy ⁽¹⁾	09/29/2016	09/29/2022	Common	52,730	\$ 13.48	D	Â
Restricted Stock Units ⁽¹⁾ Â ⁽⁴⁾	Â ⁽⁴⁾	Â ⁽⁴⁾	Common	11,899	\$ ⁽³⁾	D	Â
Option To Buy ⁽⁵⁾	09/21/2017	09/21/2023	Common	107,774	\$ 5.56	D	Â
Restricted Stock Units ⁽⁵⁾ Â ⁽⁶⁾	Â ⁽⁶⁾	Â ⁽⁶⁾	Common	35,173	\$ ⁽³⁾	D	Â

Reporting Owners

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

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.

Â

Remarks:

EXHIBIT LIST: Â Â EX-24 Â - Â Power Â of Â Attorney Â Brian Â E. Â 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.