

Ascena Retail Group, Inc.  
Form 3  
June 26, 2013

**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                                |  |
| JOHNS DAVID L                                    |         | (Month/Day/Year)                     | Ascena Retail Group, Inc. [ASNA]   |  |
| (Last)   | (First) | (Middle)                             | 06/19/2013   |  |
| C/O ASCENA RETAIL GROUP, INC., 30 DUNNIGAN DRIVE |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)   |         |                                      | (Check all applicable)   |  |
| SUFFERN, NY 10901                                |         |                                      | <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  |
|  |         |                                      | SVP & CIO  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common                             | 0  | D   |  |

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

Edgar Filing: Ascena Retail Group, Inc. - Form 3

|                        | Date Exercisable | Expiration Date | Title  | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|------------------------|------------------|-----------------|--------|----------------------------|----------|---------------------------------------|---|
| Restricted Share Units | Â (1)            | Â (1)           | Common | 15,000                     | \$ 0     | D                                     | Â |
| Restricted Share Units | Â (2)            | Â (2)           | Common | 40,000                     | \$ 0     | D                                     | Â |
| Option to Buy (3)      | 03/27/2014       | 03/27/2020      | Common | 20,000                     | \$ 18.35 | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |             |       |
|--|---------------|-----------|-------------|-------|
|  | Director      | 10% Owner | Officer     | Other |
| JOHNS DAVID L<br>C/O ASCENA RETAIL GROUP, INC.<br>30 DUNNIGAN DRIVE<br>SUFFERN, NY 10901 | Â             | Â         | Â SVP & CIO | Â     |

## Signatures

Mary Beth Riley, Attorney  
In Fact 06/28/2013

\_\_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) Per employment agreement, restricted share units issued under the Company's 2010 Stock Incentive Plan. The units vest in two equal installments on March 27, 2014 and March 27, 2015.
- (2) Per employment agreement, restricted share units issued under the Company's 2010 Stock Incentive Plan. These units vest in six installments, 10% on March 27, 2104, 10% on March 27, 2015, 10% on March 27, 2016, 15% on March 27, 2017, 20% on March 27, 2018, and 35% on March 27, 2019.
- (3) Per employment agreement, 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.