Pershing John E Form 4 January 29, 2018

## FORM 4

## **OMB APPROVAL**

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response...

may continue. See Instruction

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

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1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Pershing John E			2. Issuer Name <b>and</b> Ticker or Trading Symbol Ascena Retail Group, Inc. [ASNA]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Cheek an applicable)		
ASCENA RETAIL GROUP, INC., 933 MACARTHUR BOULEVARD			(Month/Day/Year) 01/27/2018	Director 10% Owner _X_ Officer (give title Other (specify below)  EVP, Chief HR Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
MAHWAH, NJ 07430			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	quired, Disposed of, or Beneficially Owned		

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7. Nature of
Indirect
Beneficial
Ownership
(Instr. 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. I De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (2)	<u>(1)</u>	01/27/2018		M	28,000	(3)	(3)	Common	28,000	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other		
Pershing John E ASCENA RETAIL GROUP, INC. 933 MACARTHUR BOULEVARD MAHWAH NI 07430			EVP, Chief HR Officer			

## **Signatures**

Mary Beth Riley, Powe of Attorney 01/29/2018

\*\*Signature of Reporting Person Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(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) Restricted stock units convert into common stock on a one-for-one basis.
- (2) Granted under the Company's 2010 Stock Incentive Plan

On January 27, 2012, the reporting person was granted 80,000 restricted stock units, vesting as follows: 8,000 shares on the first, second and third anniversary of the grant date, 12,000 shares on the fourth anniversary of the grant date, 16,000 shares on the fifth anniversary of the grant date, and 28,000 shares on the sixth anniversary date of the grant.

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.

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