J JILL GROUP INC
Form 8-K
May 01, 2006

# UNITED STATES

# SECURITIES AND EXCHANGE COMMISSION

**WASHINGTON, DC 20549**

# FORM 8-K

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **May 1, 2006**

# THE J. JILL GROUP, INC.

(Exact Name of Registrant as Specified in its Charter)

| **Delaware** | **0-22480** | **04-2973769** |
|---|---|---|
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| **4 Batterymarch Park, Quincy, MA** | **02169-7468** |
|---|---|
| (Address of Principal Executive Offices) | (Zip Code) |

Registrant s telephone number, including area code: **(617) 376-4300**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events**

On May 1, 2006, The J. Jill Group, Inc. (the Company ) announced that, at the special meeting of stockholders held that day, the stockholders of the Company voted to adopt the Agreement and Plan of Merger by and among the Company, The Talbots, Inc. and Jack Merger Sub, Inc. and approve the merger contemplated thereby, providing for the acquisition of the Company by The Talbots, Inc. A copy of the press release issued by the Company on May 1, 2006 concerning such vote is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release dated May 1, 2006

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE J. JILL GROUP, INC.

Date: May 1, 2006

By: /s/ Olga L. Conley
Olga L. Conley
Executive Vice President /
Chief Financial Officer and Chief
Administrative Officer
*(Principal Financial Officer)*