

Ascena Retail Group, Inc.  
Form 8-K  
September 22, 2011

---

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

---

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

September 21, 2011  
Date of Report (date of earliest event reported)

---

ASCENA RETAIL GROUP, INC.  
(Exact name of Registrant as specified in its charter)

---

Delaware  
(State or other jurisdiction of  
incorporation)

0-11736  
(Commission File Number)

30-0641353  
(IRS Employer  
Identification Number)

30 Dunnigan Drive  
Suffern, New York 10901  
(Address of principal executive offices, including zip code)

(845) 369-4500  
(Registrant's telephone number, including area code)  
  
(Former name or former address, if changed since last report)

---

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:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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

---

---

---

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 21, 2011, Ascena Retail Group, Inc., a Delaware corporation (the “Corporation”), entered into an amendment (the “Amendment”) to the employment agreement, dated as of May 2, 2002 and as thereafter amended, between the Corporation and David R. Jaffe, its Chief Executive Officer (the “Employment Agreement”). The Amendment provides that the term of the Employment Agreement is extended through, and will not be automatically extended beyond, September 21, 2014.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is filed as Exhibit 10.1 to this Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No	Description
------------	-------------

10.1	Amendment Number Two, dated as of September 21, 2011, to Employment Agreement between the Corporation and David R. Jaffe
------	--

---

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.

ASCENA RETAIL GROUP, INC.

Date: September 22, 2011

By: /s/ Armand Correia  
Name: Armand Correia  
Title: Executive Vice President and  
Chief Financial Officer