

Pershing John E  
 Form 4  
 September 25, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
 Pershing John E

2. Issuer Name and Ticker or Trading Symbol  
 Ascena Retail Group, Inc. [ASNA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 ASCENA RETAIL GROUP,  
 INC., 933 MACARTHUR  
 BOULEVARD

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 09/21/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP, Chief HR Officer

(Street)  
 MAHWAH, NJ 07430

4. If Amendment, Date Original Filed(Month/Day/Year)

6. 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 Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |        |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |        |   |
| Common                          | 09/21/2018                           |  | M                              | V   | 5,172   | A  | 71,650                            | D      |   |
| Common                          | 09/21/2018                           |  | M                              | V   | 23,707  | A  | 95,357                            | D      |   |
| Common                          | 09/21/2018                           |  | F                              |   | 1,596   | D  | \$ 4.22                           | 93,761 | D |
| Common                          | 09/21/2018                           |  | F                              |   | 7,314   | D  | \$ 4.22                           | 86,447 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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. Transaction Code (Instr. 8) | 5. Number of Derivative 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units <sup>(2)</sup>      | <u>(1)</u>   | 09/21/2018                           |  | M                              | 5,172   | <u>(3)</u> <u>(3)</u>                                    | Common  | 5,172                         |
| Restricted Stock Units <sup>(2)</sup>      | <u>(1)</u>   | 09/21/2018                           |  | M                              | 23,707  | <u>(4)</u> <u>(4)</u>                                    | Common  | 23,707                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| Pershing John E<br>ASCENA RETAIL GROUP, INC.<br>933 MACARTHUR BOULEVARD<br>MAHWAH, NJ 07430 |               |           | EVP,<br>Chief HR<br>Officer |       |

## Signatures

Mary Beth Riley, Powe of Attorney      09/25/2018

\*\*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 2016 Omnibus Incentive Plan.
- (3) On September 21, 2016, the reporting person was granted 15,518 restricted stock units, vesting in three annual installments beginning on the first anniversary of the grant date.
- (4) On September 21, 2016, the reporting person was granted 47,414 restricted stock units, vesting in two annual installments beginning on the first anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: Pershing John E - Form 4

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.