

Ascena Retail Group, Inc.  
Form 8-K  
May 31, 2012

**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**

**May 31, 2012**

**Date of Report (date of earliest event reported)**

**ASCENA RETAIL GROUP, INC.**

(Exact name of Registrant as specified in its charter)

|   |                          |   |
|---|--------------------------|---|
| Delaware  | 0-11736                  | 30-0641353                              |
| (State or other jurisdiction of<br>incorporation) | (Commission File Number) | (IRS Employer<br>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-4(c))

**Item 2.02 Results of Operations and Financial Condition.**

On May 31, 2012, Ascena Retail Group, Inc. (the “Company”) issued a press release disclosing material non-public information regarding its results of operations for its fiscal third quarter and nine months ended April 28, 2012. The Company also reaffirmed its earnings per diluted share guidance for its full fiscal year ending July 28, 2012. A copy of this press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 2.02.

The information in Item 2.02 of this Form 8-K (including Exhibit 99.1) shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit Number | Description |
|----------------|-------------|
|----------------|-------------|

|      |                                   |
|------|-----------------------------------|
| 99.1 | Press Release dated May 31, 2012. |
|------|-----------------------------------|

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 thereunto duly authorized.

ASCENA RETAIL GROUP, INC.

(Registrant)

Date: May 31, 2012

By: /s/ Jay Levine  
Jay Levine  
Senior Vice  
President, Chief  
Accounting  
Officer  
and Corporate  
Controller  
(Principal  
Accounting  
Officer)