

MUTO GARY  
Form 3  
August 03, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
MUTO GARY		(Month/Day/Year)	Ascena Retail Group, Inc. [ASNA]	
(Last)	(First)	(Middle)	08/01/2017	
C/O ASCENA RETAIL GROUP, INC., 933 MACARTHUR BOULEVARD			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
MAHWAH, NJ 07430			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			President & CEO-ascena brands	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common	133,307	D	

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
---	---	--	---	---	--

## Edgar Filing: MUTO GARY - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units <sup>(1)</sup>	Â <sup>(2)</sup>	Â <sup>(2)</sup>	Common	80,000	\$ 0	D	Â
Restricted Stock Units <sup>(1)</sup>	Â <sup>(3)</sup>	Â <sup>(3)</sup>	Common	31,997	\$ 0	D	Â
Restricted Stock Units <sup>(4)</sup>	Â <sup>(5)</sup>	Â <sup>(5)</sup>	Common	73,892	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MUTO GARY C/O ASCENA RETAIL GROUP, INC. 933 MACARTHUR BOULEVARD MAHWAH, NJ 07430	Â	Â	Â President & CEO-ascena brands	Â

## Signatures

Mary Beth Riley, Power of Attorney 08/03/2017

         \*\*Signature of Reporting Person

         Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Granted under the Company's 2010 Stock Incentive Plan.
- (2) On September 29, 2015, the reporting person was granted 80,000 restricted stock units, vesting in three equal annual installments beginning September 29, 2018.
- (3) On October 23, 2015, the reporting person was granted 48,000 restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.
- (4) Granted under the Company's 2016 Omnibus Incentive Plan.
- (5) On September 21, 2016, the reporting person was granted 73,892 restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.

Â

### Remarks:

EXHIBIT LIST: EX-24: Power of Attorney Gary Muto

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.