



**(845) 369-4500**

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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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 7.01 Regulation FD Disclosure.**

On January 16, 2013, Ascena Retail Group, Inc. (the “Company”) participated in the 15<sup>th</sup> Annual ICR XChange Conference. A transcript of the presentation is furnished as Exhibit 99.1 and a copy of the slide presentation is furnished as Exhibit 99.2 which are incorporated by reference herein.

The information in Item 7.01 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	Transcript of the presentation of Ascena Retail Group, Inc. at the 15 <sup>th</sup> Annual ICR XChange Conference held on January 16, 2013.
99.2	Slide presentation of Ascena Retail Group, Inc. at the 15 <sup>th</sup> Annual ICR XChange Conference held on January 16, 2013.

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: January 23, 2013

By: /s/ Jay Levine

Jay Levine

Senior Vice President, Chief Accounting Officer

and Corporate Controller

(Principal Accounting Officer)

