

Ascena Retail Group, Inc.  
Form 8-K  
March 05, 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**

**March 1, 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 (Commission File Number) (IRS Employer  
incorporation)                                      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 7.01 Regulation FD Disclosure.**

On March 1, 2012, Ascena Retail Group, Inc. (the “Company”) hosted an investor conference call to discuss the Company’s results of operations for its second quarter ended January 28, 2012 and certain other information, including the contents of the Company’s press release dated March 1, 2012 which was furnished to the Securities and Exchange Commission on Form 8-K on March 1, 2012. The conference call was pre-announced and was available to the public through live teleconference. A transcript of the conference call is furnished herewith as Exhibit 99.1 and is 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 investor conference call of Ascena Retail Group, Inc. held on March 1, 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: March 2, 2012

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