

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2009-01-26** | Period of Report: **2009-01-26**
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FILER

DRESS BARN INC

CIK: **717724** | IRS No.: **060812960** | State of Incorpor.: **CT** | Fiscal Year End: **0731**
Type: **8-K** | Act: **34** | File No.: **000-11736** | Film No.: **09544347**
SIC: **5621** Women's clothing stores

Mailing Address
*30 DUNNIGAN DRIVE
C/O VICE PRESIDENT
FINANCE
SUFFERN NY 10901*

Business Address
*30 DUNNIGAN DR
SUFFERN NY 10901
8453694600*

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

Date of Report (Date of earliest event reported): January 26, 2009

THE DRESS BARN, INC.

(Exact name of registrant as specified in its charter)

Connecticut

(State or other Jurisdiction of Incorporation)

0-11736

(Commission File Number)

06-0812960

(I.R.S. Employer Identification No.)

30 Dunnigan Drive, Suffern, New York

(Address of principal executive offices)

10901

(Zip Code)

Registrant's telephone number, including area code (845) 369-4500

Not Applicable

(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 (see General Instruction A.2. below):

- 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.

As provided in the indenture for The Dress Barn, Inc. 2.50% Convertible Senior Notes due 2024 (the “Notes”), for the period from January 26, 2009 and continuing through April 24, 2009, the holders of the Convertible Senior Notes are not permitted to convert their notes. This is a result from our stock price closing below the trigger price of \$12.61 per share for twenty trading days within the last thirty trading day period ended on January 24, 2009. None of the Notes have been presented for conversion to date.

The information in the Item 2.02 of Form 8-K 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.

SIGNATURE

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.

THE DRESS BARN, INC.
(Registrant)

Date: January 26, 2009

By: /s/ Armand Correia
Armand Correia
Senior Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)