

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

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Ascena Retail Group, Inc.

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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

January 10, 2013
Date of Report (date of earliest event reported)

ASCENA RETAIL GROUP, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

0-11736
(Commission File Number)

30-0641353
(IRS Employer
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))
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Item 2.02 Results of Operations and Financial Condition.

On January 10, 2013, Ascena Retail Group, Inc. (the “Company”) issued a press release disclosing material non-public information regarding its sales results for the combined November and December Holiday period ended December 29, 2012. The Company is also lowering its earnings per diluted share guidance for its full fiscal year ending July 27, 2013. 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 January 10, 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 10, 2013

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



News Release

ASCENA RETAIL GROUP, INC. ANNOUNCES HOLIDAY SALES RESULTS AND LOWERS FISCAL 2013 EARNINGS PER SHARE GUIDANCE

SUFFERN, NY – January 10, 2013 – Ascena Retail Group, Inc. (NASDAQ – ASNA) today announced sales results for the combined November and December Holiday period ended December 29, 2012. The Company also announced that, due to lower than planned Holiday sales, it is lowering earnings per share guidance for its current fiscal year ending July 27, 2013.

The Company noted that combined comparable store and e-commerce sales for the fiscal months of November and December increased 1% on a consolidated basis. The Company's comparable store and e-commerce sales data is summarized below:

Combined Fiscal November and December	Comparable Store Sales
Justice	5%
Lane Bryant*	(9%)
maurices	(2%)
dressbarn	(8%)
Catherines*	4%
Total Company	(2%)
E-commerce comparable sales	30%
Combined store and e-commerce comparable sales	1%

*Comparable store sales for **Lane Bryant** and **Catherines** include sales for all stores that were open in both that period and the comparative period in the prior year.

David Jaffe, President and Chief Executive Officer of Ascena Retail Group, Inc., commented, "The Holiday selling season proved to be challenging and we increased promotional activity in order to ensure appropriate inventory levels going forward. We are taking the necessary markdowns in the second quarter to effectively transition into the spring season. As a result, we now believe full year adjusted diluted earnings per share guidance in the range of \$1.20 to \$1.30 is more appropriate, versus our previous guidance of \$1.45 to \$1.55."

The Company noted that its updated guidance for Fiscal 2013 excludes one-time, acquisition-related integration, restructuring and purchase accounting costs that may be incurred related to the Charming Acquisition. The Company further noted that its guidance is based upon various assumptions, including spring season comparable store sales increases in the range of 3% - 5% and e-commerce sales growth of approximately 25%. For the full year, the Company continues to plan to open approximately 200 stores and close approximately 125 stores, ending the fiscal year with approximately 3,900 Justice, Lane Bryant, maurices, dressbarn and Catherines stores in operation.

The Company commented that it will be presenting at the 15th Annual ICR XChange Conference to be held at the Fontainebleau in Miami Beach, Florida on Wednesday, January 16, 2013 at 2:50 p.m. ET.

The Ascena Retail Group investor presentation will be webcast live and can be accessed at <http://www.ascenaretail.com>.

About Ascena Retail Group, Inc.

Ascena Retail Group, Inc. (NASDAQ: ASNA) is a leading specialty retailer offering clothing, shoes, and accessories for missy and plus-size women and tween girls, under the **Justice**, **Lane Bryant**, **maurices**, **dressbarn** and **Catherines** brands. Ascena Retail Group, Inc. operates through its subsidiaries approximately 3,800 stores throughout the United States, Puerto Rico and Canada.

For more information about Ascena Retail Group, Inc. and its brands, visit www.ascenaretail.com, www.charmingshoppes.com, www.shopjustice.com, www.lanebryant.com, www.maurices.com, www.dressbarn.com, www.catherines.com, www.cacique.com, www.figis.com and www.figisgallery.com.

Forward-Looking Statements

Certain statements made within this press release may constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially. The Company does not undertake to publicly update or review its forward-looking statements even if experience or future changes make it clear that our projected results expressed or implied will not be achieved. Detailed information concerning a number of factors that could cause actual results to differ materially from the information contained herein is readily available in the Company’s most recent Annual Report on Form 10-K for the year ended July 28, 2012 and Form 10-Q for the quarter ended October 27, 2012.

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