

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-19** | Period of Report: **2013-03-15**
SEC Accession No. [0000874214-13-000019](#)

([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

Lynch Brian E

CIK: **1393635**

Type: **4** | Act: **34** | File No.: **001-10738** | Film No.: **13702955**

Mailing Address
C/O ANN INC.
7 TIMES SQUARE
NEW YORK NY 10036

ISSUER

ANN INC.

CIK: **874214** | IRS No.: **133499319** | State of Incorporation: **DE** | Fiscal Year End: **0129**
SIC: **5621** Women's clothing stores

Mailing Address
7 TIMES SQUARE
15TH FLOOR
NEW YORK NY 10036

Business Address
7 TIMES SQUARE
15TH FLOOR
NEW YORK NY 10036
2125413300

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Lynch Brian E			2. Issuer Name and Ticker or Trading Symbol ANN INC. [ANN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Brand President, AnnTaylor		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2013					
C/O ANN INC., 7 TIMES SQUARE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) NEW YORK, NY 10036								
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/15/2013		F		3,994	D	\$30.91	223,477	D	
Common Stock	03/16/2013		F		7,286	D	\$31.2	216,191	D	
Common Stock	03/16/2013		M		7,167	A	(1)	223,358	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Units	(2)	03/16/2013		M		7,167		(3)	(4)	Common Stock	7,167	\$ 0	0	D	

Explanation of Responses:

1. The reporting person is reporting the disposition of 7,167 restricted units in exchange for an equal number of shares of common stock.

2. Each restricted unit represents a contingent right to receive one share of common stock.
3. 1/3 of the restricted units vested on March 16, 2011, 1/3 of the restricted units vested on March 16, 2012 and 1/3 of the restricted units vested on March 16, 2013.
4. Restricted units do not have an expiration date.

Signatures

/s/ Katherine H. Ramundo by power of attorney

** Signature of Reporting Person

03/19/2013

Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.