MUTO GARY Form 4 October 24, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Ascena Retail Group, Inc. [ASNA]

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **MUTO GARY**

C/O ASCENA RETAIL GROUP,

(Street)

INC., 933 MACARTHUR

Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

BOULEVARD

(Instr. 3)

(First) (Middle) 3. Date of Earliest Transaction

(Check all applicable)

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify below)

10/23/2017

President & CEO-ascena brands

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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

MAHWAH, NJ 07430

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) Following (Instr. 4) (Instr. 4)

D

Reported (A) Transaction(s)

or (Instr. 3 and 4)

Code V Price Amount (D)

173,940

Common 10/23/2017 M 15,998 Α <u>(1)</u>

(Month/Day/Year)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. D S- (I
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (2)	<u>(1)</u>	10/23/2017		M	15,998	<u>(3)</u>	(3)	Common	15,998	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MUTO GARY C/O ASCENA RETAIL GROUP, INC. 933 MACARTHUR BOULEVARD MAHWAH, NJ 07430

President & CEO-ascena brands

Signatures

Mary Beth Riley, Power of Attorney 10/24/2017

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Restricted stock units convert into common stock on a one-for-one basis.
- (2) Granted under the Company's 2010 Stock Incentive Plan.
- On October 23, 2015, the reporting person was granted 48,000 restricted stock units, vesting in three annual installments beginning on the first anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. : 0pt" align="left">

XSUNX, INC.

Date: October 27, 2009 By: /s/ Tom Djokovich

Tom Djokovich, CEO/Secretary

Title

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Reporting Owners 2