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Ascena Retail Group, Inc. Form 8-K December 14, 2015

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

December 10, 2015

Date of Report (date of earliest event reported)

ASCENA RETAIL GROUP, INC.

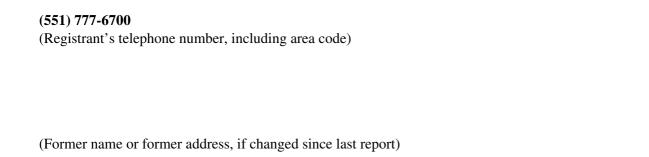
(Exact name of Registrant as specified in its charter)

Delaware 0-11736 30-0641353

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification Number)

933 MacArthur Boulevard
Mahwah, New Jersey 07430
(Address of principal executive offices, including zip code)

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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-4c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

On December 10, 2015, Ascena Retail Group, Inc. (the "Company") held its Annual Meeting of Stockholders (the "Annual Meeting"). At the Annual Meeting, the following items were voted upon: (1) the election of two directors to serve on the board of directors for three-year terms and until their successors are duly elected and qualified; (2) a proposal to consider the approval, by non-binding advisory vote, of the compensation paid to the Company's named executive officers during fiscal 2015 (commonly known as the "say-on-pay" proposal); (3) a proposal to approve the amendment and restatement of the Company's 2010 Stock Incentive Plan, as amended; and (4) the ratification of the appointment of Deloitte & Touche LLP as the Company's Independent Registered Public Accounting Firm for the fiscal year ending July 30, 2016. The voting results at the Annual Meeting, with respect to each of the matters described above, were as follows:

1. The two directors were elected based upon the following votes:

For Abstain Broker Non-Votes

Against

John Usdan 145,822,312 32,883,098 50,621 5,293,470 Randy L. Pearce 158,128,451 20,577,442 50,138 5,293,470

2. The compensation paid to the Company's named executive officers during fiscal 2015 (commonly known as the "say-on-pay" proposal), was approved, by non-binding advisory vote, based upon the following votes:

For Against Abstain Broker Non-Votes 101,738,099 76,873,791 144,141 5,293,470

3. The amendment and restatement of the Company's 2010 Stock Incentive Plan, as amended, was approved based upon the following votes:

For Against Abstain Broker Non-Votes 156,957,353 21,683,391 115,287 5,293,470

4. The appointment of Deloitte & Touche LLP as the Company's Independent Registered Public Accounting Firm for the fiscal year ending July 30, 2016 was ratified based upon the following votes:

For Against Abstain

3

ror Against Abstain

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182,742,121 1,273,811 33,569

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to	эe
signed on its behalf by the undersigned hereunto duly authorized.	

ASCENA RETAIL GROUP, INC.

(Registrant)

Date: December 14, 2015

By: /s/ Ernest LaPorte

Ernest LaPorte

Senior Vice President and Chief Accounting Officer

(Principal Accounting Officer)