

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

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**FORM 8-K**

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**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 25, 2007**

**Commission  
File Number**

**333-42427**

**Registrant, State of Incorporation  
Address and Telephone Number**

**I.R.S. Employer  
Identification No.**

**22-2894486**

**J. CREW GROUP, INC.**

**(Incorporated in Delaware)**

**770 Broadway**

**New York, New York 10003**

**Telephone: (212) 209-2500**

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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 (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))
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**Item 8.01 Other Events.**

On January 25, 2007, J.Crew Group, Inc. (the "Company") issued a press release announcing the pricing of a secondary public offering of its common stock. A copy of the press release is filed as Exhibit 99.1 hereto, and is incorporated by reference in its entirety.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

99.1 Press Release issued by J.Crew Group, Inc. on January 25, 2007, announcing the pricing of a secondary public offering of its common stock.

**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 hereunto duly authorized.

J. CREW GROUP, INC.

By /s/ Arlene S. Hong

Name: Arlene S. Hong

Title: Senior Vice President and General Counsel

Date: January 26, 2007

For: J. Crew Group

Contact:  
James Scully  
Chief Financial Officer  
(212) 209-8040

Allison Malkin  
Integrated Corporate Relations  
(203) 682-8225

**FOR IMMEDIATE RELEASE**

**J. Crew Group, Inc. Announces Pricing of Secondary Public Offering of Common Stock**

NEW YORK (January 25, 2006) — J. Crew Group, Inc. (NYSE: JCG) (the “Company”) today announced the pricing of a secondary public offering of 9,000,000 shares of common stock, at a price of \$37.81 per share. All 9,000,000 shares will be offered for sale by Texas Pacific Group, a private investment group, and none of the proceeds will go to the Company. In addition, Texas Pacific Group has granted the underwriters an option to purchase up to an additional 1,312,589 shares at the public offering price less the underwriting discount, to cover over-allotments.

The shares will be offered by a group of underwriters led by Goldman, Sachs & Co. and Bear, Stearns & Co. Inc.

The offering will be made only by means of the written prospectus forming part of the effective registration statement. A copy of the final prospectus related to the offering, when available, may be obtained by contacting:

Goldman, Sachs & Co.  
Attention: Prospectus Department  
85 Broad Street  
New York, New York 10004  
Telephone: (866) 471-2526

Bear, Stearns & Co. Inc.  
Attention: Prospectus Department  
383 Madison Avenue  
New York, New York 10179  
Telephone: (866) 803-9204

This press release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

J.Crew Group, Inc. is a fully integrated multi-channel specialty retailer of women's and men's apparel and accessories. J.Crew products are distributed through the Company's 178 retail and 51 factory stores, the J.Crew catalog, and the Company's Internet website at [www.jcrew.com](http://www.jcrew.com).

*Certain statements herein are "forward-looking statements". Such forward-looking statements reflect the Company's current expectations or beliefs concerning future events and actual results of operations may differ materially from historical results or current expectations. Any such forward-looking statements are subject to various risks and uncertainties, including competitive pressures in the apparel industry, changes in levels of consumer spending or preferences in apparel and acceptance by customers of the Company's products, overall economic conditions, changes in key personnel, the Company's ability to expand its store base and product offerings, governmental regulations and trade restrictions, acts of war or terrorism in the United States or worldwide, political or financial instability in the countries where the Company's goods are manufactured, postal rate increases, paper and printing costs, availability of suitable store locations at appropriate terms, the level of the Company's indebtedness and exposure to interest rate fluctuations, and other factors which are set forth in the Company's Form 10-K and in all filings with the SEC made by the Company subsequent to the filing of the Form 10-K. The Company does not undertake to publicly update or revise its forward-looking statements, whether as a result of new information, future events or otherwise.*