

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

Date of Report (Date of earliest event reported): March 3, 1999

J. CREW GROUP, INC.
(Exact name of registrant as specified in its charter)

New York	333-42427	22-2894486
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(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

770 Broadway, New York, New York 10003
(Address of principal executive offices)
(Zip code)

(212) 209-2500
(Registrant's telephone number, including area code)

Item 5. Other Events.

Incorporated by reference herein is Registrant's Press Release dated March 3, 1999, announcing the phase out of Registrant's Clifford & Wills operations over a period of two years.

Item 7. Financial Statements and Exhibits.

(c) Exhibits.

99. Press Release dated March 3, 1999.

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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/ Richard W. Boyce

Name: Richard W. Boyce
Title: Chief Executive Officer

Date: March 3, 1999

FOR IMMEDIATE RELEASE

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Contact: George Sard/Debbie Miller
Sard Verbinnen & Co
212/687-8080

J. CREW ANNOUNCES PLANS TO PHASE OUT CLIFFORD & WILLS

NEW YORK, March 3, 1999 - J. Crew Group, Inc. announced today that it plans to phase out its Clifford & Wills operations over a two-year period. Clifford & Wills sells its CW brand women's fashion apparel and accessories through a national mail-order catalog and seven factory-outlet stores.

"This decision is consistent with our efforts to continue to focus the company's management and financial resources on growing the J. Crew brand," said Emily Woods, co-founder and chairman of J. Crew. "Clifford & Wills' employees have done an outstanding job and we appreciate their dedication. We hope to find jobs for many of these employees at J. Crew and through the C&W transition."

Clifford & Wills had annual revenues of \$74 million for the year ended January 30, 1999.

J. Crew Group, Inc. is a leading retailer of men's and women's apparel, shoes and accessories.

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