

**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

Date of Report (Date of earliest event reported): July 12, 2010

J.CREW GROUP, INC.

Commission File Number: 001-32927

Delaware
(Registrant, State of
Incorporation)

22-2894486
(I.R.S. Employer
Identification No.)

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

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

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))

Item 5.02(b) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

J.Crew Group, Inc. (the "Company") announced on July 13, 2010 that its President – Retail and Direct, Tracy Gardner, has voluntarily resigned and will be leaving the Company effective September 13, 2010. Ms. Gardner's resignation is not as a result of any disagreement with the Company or its management. Upon Ms. Gardner's resignation, her employment agreement with the Company, which was amended and restated as of March 14, 2008, will terminate in accordance with its terms.

Additionally, the Company announced the following organizational changes: Jenna Lyons is being promoted to President & Executive Creative Director of the Company. Libby Wadle will serve as Executive Vice President – Retail & Factory, thus assuming responsibility for retail while transitioning out of her duties for Madewell. James Scully will assume responsibility for production in addition to his current duties as Chief Administrative Officer and Chief Financial Officer.

In connection with these organizational changes and the related increase in responsibilities, the Compensation Committee of the Board of Directors approved base salary increases for Ms. Lyons, Mr. Scully and Ms. Wadle on July 12, 2010. Effective immediately their base salaries are as follows: Ms. Lyons – \$1,000,000; Mr. Scully – \$700,000; and Ms. Wadle – \$600,000. In addition, Ms. Wadle's target annual cash incentive will increase to 75% of base salary.

A copy of the press release issued by the Company on July 13, 2010 in connection with this announcement is attached hereto as Exhibit 99.1 and hereby incorporated by reference.

Item 9.01 Financial Statements and Exhibits

(a) through (c) Not applicable

(d) Exhibits:

The following exhibit is furnished with this current report on Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated July 13, 2010

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/ James S. Scully
Name: James S. Scully
Title: Chief Administrative Officer and
Chief Financial Officer

Date: July 14, 2010

For: J.Crew Group, Inc.

Investor Relations Contact: James S. Scully
Chief Administrative Officer and
Chief Financial Officer
212-209-8040

Media Contact: Margot Fooshee
Senior Vice President
Marketing & Public Relations
212-209-2717

For Immediate Release

**TRACY GARDNER, J.CREW PRESIDENT OF RETAIL AND DIRECT, RESIGNS;
JENNA LYONS PROMOTED TO PRESIDENT & EXECUTIVE CREATIVE
DIRECTOR, J.CREW GROUP, INC.**

New York, NY (July 13, 2010)— J.Crew Group, Inc. (NYSE: JCG) today announced that Tracy Gardner, President of the Retail and Direct channels, has said she will resign from the Company effective September 13, 2010.

Jenna Lyons, 42, currently Executive Creative Director, will be promoted to President and Executive Creative Director, J.Crew Group, Inc. the Company announced.

Millard Drexler, Chairman and CEO of J.Crew, stated, “I am sorry about Tracy’s decision to leave J.Crew but I respect and understand her wish to spend more time with her children. Tracy and I have worked together for almost 20 years and I will miss her as a great merchant, leader and business partner.” Drexler continued, “The team at J.Crew has considerable depth, and I am pleased to announce Jenna’s promotion along with additional important organizational changes. I am also confident in our ability to achieve a seamless transition.”

“I am so appreciative of the confidence Mickey and the Board of Directors have in me and am excited to continue to grow J.Crew Group in a creative and innovative way,” said Ms. Lyons.

“At this point in my life, it is important for me to spend more time with my family. I am so proud of all that J.Crew and the team continues to accomplish and I am grateful that this success has allowed me the opportunity to make this difficult choice,” said Ms. Gardner.

In connection with Ms. Gardner's departure, members of J.Crew's leadership team will assume her responsibilities. Libby Wadle will now become Executive Vice President of Retail and Factory and continue to report directly to Mr. Drexler. Trish Donnelly, Executive Vice President of the Direct Channel and Laura Willensky, Senior Vice President of the Madewell Retail Channel will now both report into Mr. Drexler as well. The merchandise production responsibilities will now fall under the Chief Administrative Officer/CFO, James Scully.

About J. Crew Group, Inc.

J. Crew Group, Inc. is a nationally recognized multi-channel retailer of women's, men's and children's apparel, shoes and accessories. As of July 13, 2010, the Company operates 245 retail stores (including 219 J.Crew retail stores, 9 crewcuts and 17 Madewell stores), the J. Crew catalog business, jcrew.com, madewell.com, and 81 factory outlet stores. Additionally, certain product, press release and SEC filing information concerning the Company is available at the Company's website www.jcrew.com.

Forward-Looking Statements:

Certain statements herein are "forward-looking statements" made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. 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 the strength of the economy, changes in the overall level of consumer spending or preferences in apparel, our ability to compete with other retailers, the performance of the Company's products within the prevailing retail environment, our strategy and expansion plans, reliance on key personnel, trade restrictions, political or financial instability in countries where the Company's goods are manufactured, postal rate increases, paper and printing costs, availability of suitable store locations at appropriate terms 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.