

**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): September 13, 2019

J.Crew Group, Inc.

(Exact name of registrant as specified in its charter)

Commission File Number: 333-175075

Delaware
(State or other jurisdiction
of incorporation)

22-2894486
(IRS Employer
Identification No.)

225 Liberty Street
New York, New York 10281
(Address of principal executive offices, including zip code)

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

Not Applicable
(Former name or former address, if changed since last report.)

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-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---------------------|-------------------|---|
| None | N/A | N/A |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On September 13, 2019, Chinos Holdings, Inc. (“Chinos Holdings”), the indirect parent company of J.Crew Group, Inc. (the “Company”), filed a Registration Statement on Form S-1 for an initial public offering of its common stock (the “IPO”). In connection with the IPO, it is anticipated that, among other things, Chinos Holdings will undergo a series of transactions pursuant to which the Company and its J.Crew brand clothing retail business will be spun off to stockholders of Chinos Holdings and its Madewell brand clothing retail business will remain with Chinos Holdings (the “Separation”).

In connection with the Separation, the Company anticipates that Libby Wadle and Vincent Zanna will remain with Chinos Holdings following the Separation and the IPO and, as such, that Ms. Wadle will no longer serve as President & Chief Executive Officer – Madewell of the Company and Mr. Zanna will no longer serve as Chief Financial Officer & Treasurer of the Company. The departure of each of Ms. Wadle and Mr. Zanna is contingent upon, and will be effective upon, the consummation of the Separation and the IPO. The Company expects that each of Ms. Wadle and Mr. Zanna will remain with the Company serving in their existing capacities until the Separation is consummated.

It is anticipated that Michael Nicholson will be appointed Interim Chief Financial Officer and Treasurer of the Company upon Mr. Zanna’s departure and will continue to serve in his roles as Chief Operating Officer and Interim Chief Executive Officer of the Company. Mr. Nicholson previously served as Chief Financial Officer of the Company from January 2016 to August 2017. The information regarding the business experience and background of Mr. Nicholson is incorporated by reference to the information set forth in the section titled “Executive Officers” in Part III, Item 10 of the Company’s annual report on Form 10-K for the Company’s fiscal year ended February 2, 2019, as filed with the Securities and Exchange Commission on March 20, 2019.

Item 8.01. Other Events.

The information set forth in the first paragraph of Item 5.02 of this Current Report on Form 8-K is incorporated by reference into this Item 8.01.

Chinos Holdings issued a press release announcing the filing of its Registration Statement on Form S-1 in connection with the IPO. The press release also announces that Chinos Holdings will be renamed Madewell Group, Inc. prior to the completion of the IPO. The press release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

| Exhibit No. | Description |
|-------------|--|
| 99.1 | Press Release dated September 13, 2019 |

SIGNATURE

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.

Date: September 13, 2019

By: /s/ VINCENT ZANNA
Vincent Zanna
Chief Financial Officer and Treasurer



CHINOS HOLDINGS ANNOUNCES FILING OF REGISTRATION STATEMENT FOR PROPOSED INITIAL PUBLIC OFFERING AND NAME CHANGE TO MADEWELL GROUP, INC.

New York, NY – September 13, 2019 – Chinos Holdings, Inc. (“Chinos Holdings”) today announced that it has filed a registration statement on Form S-1 with the Securities and Exchange Commission relating to the proposed initial public offering of its common stock (the “IPO”). Chinos Holdings, Inc. will be renamed Madewell Group, Inc. prior to the completion of this offering.

The number of shares to be offered and the price range for the proposed offering have not yet been determined. Chinos Holdings expects to use the proceeds of the IPO to repay indebtedness and for general corporate purposes.

The proposed offering will be made only by means of a prospectus. A copy of the preliminary prospectus may be obtained, when available, from the book running manager(s) of the proposed offering when identified.

A registration statement on Form S-1 relating to these securities has been filed with the Securities and Exchange Commission but has not yet become effective. These securities to be registered may not be sold nor may offers to buy be accepted prior to the time when the registration statement becomes effective. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Madewell

Madewell is a premium denim brand for women and men. The company currently operates 133 retail stores across the United States. Denim is at the core of the brand, complemented by everything to wear with a great pair of jeans, from easy tees and timeless outerwear to classic footwear and last-forever bags. Beyond impeccably-designed products and a unique point of view, Madewell also distinguishes itself through a number of meaningful sustainability initiatives.

Media Contact:

Jessica Liddell, ICR
Madewell@icrinc.com
203-682-8200