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**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):**  
October 28, 2013

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**J.Crew Group, Inc.**  
(Exact name of registrant as specified in its charter)

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Commission File Number: 333-175075

**Delaware**  
(State or other jurisdiction  
of incorporation)

22-2894486  
(IRS Employer  
Identification No.)

770 Broadway  
New York, NY 10003  
(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.)

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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-4(c))
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**Item 8.01. Other Events.**

On October 28, 2013, J.Crew Group, Inc. issued a press release announcing selected financial information for the two months ended October 5, 2013 and September 29, 2012 and estimated guidance for certain prospective financial information for the third quarter ending November 2, 2013, which is not yet complete. The Company is filing a copy of the press release hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits**

- (a) through (c) Not applicable
- (d) Exhibits:

The following exhibit is filed with this Current Report on Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by J.Crew Group, Inc. on October 28, 2013

**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.

Date: October 28, 2013

J.CREW GROUP, INC.

By: /s/ Stuart C. Haselden  
Stuart C. Haselden  
Chief Financial Officer

**Contacts:**

Stuart C. Haselden  
Chief Financial Officer  
(212) 209-8461

Allison Malkin/Joe Teklits  
ICR, Inc.  
(203) 682-8200

**J. CREW GROUP, INC. RELEASES THIRD QUARTER-TO-DATE SALES RESULTS**

NEW YORK, October 28, 2013 - In connection with the proposed private bond offering by its indirect parent, J. Crew Group, Inc. (the "Company") announced the following information today.

***Selected Financial Information***

Based on the Company's unaudited preliminary interim financial statements for the two months ended October 5, 2013 and September 29, 2012:

- Revenues increased \$42.9 million, or 11.3%, to \$422.3 million from \$379.4 million last year;
- Comparable company sales increased 4.3%; and
- Direct net sales increased 20.7%.

***Prospective Financial Information***

The Company's third quarter ending November 2, 2013 is not yet complete. However, the Company has included estimated guidance for certain prospective financial information, which is based on (i) the unaudited preliminary interim results of the first two months of the third quarter and (ii) the Company's estimated results of the last month of the third quarter. These estimates, which consist entirely of forward-looking statements, represent management's forecast as of today, and are subject to the completion of the quarter and adjustments resulting from the financial close process. These estimates are not necessarily indicative of operating results for any future quarter or results for the full year, and actual results may differ materially.

The Company's estimates of certain prospective financial information for the third quarter ending November 2, 2013 are as follows:

- Revenues are estimated to increase in the range of high-single to low-double digits from \$555.8 million last year;
- Comparable company sales are estimated to increase in the mid-single digits range, after an increase of 10.4% in the third quarter last year;

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- Direct net sales are estimated to increase in the high-teens from \$156.8 million last year; and
  - Adjusted EBITDA is estimated to be up slightly from \$98.9 million last year.

In addition, capital expenditures are planned to be approximately \$135 to \$145 million in fiscal 2013.

The Company expects to release the results of its third quarter in early December 2013.

J.Crew Group, Inc. is an internationally recognized multi-channel retailer of women's, men's and children's apparel and accessories. As of October 5, 2013 the Company operates 313 retail stores (including 245 J.Crew retail stores, eight crewcuts stores and 60 Madewell stores), jcrew.com, jcrewfactory.com, the J.Crew catalog, madewell.com, the Madewell catalog, and 114 factory stores. Additionally, certain product, press release and SEC filing information concerning the Company are available at the Company's website [www.jcrew.com](http://www.jcrew.com).

*This news release may contain forward-looking statements that reflect our plans, estimates and beliefs. Any statements contained herein (including, but not limited to, statements to the effect that the Company or its management "plans," "estimates," "believes" and other similar expressions and statements relating to the Company's estimated results for the fiscal quarter ended November 2, 2013) that are not statements of historical fact should be considered forward-looking statements pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements reflect our 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 our substantial indebtedness and lease obligations, the strength of the global economy, declines in consumer spending or changes in seasonal consumer spending patterns, competitive market conditions, our ability to anticipate and timely respond to changes in trends and consumer preferences, our ability to successfully develop, launch and grow our newer concepts and execute on strategic initiatives, products offerings, sales channels and businesses, material disruption to our information systems, our ability to implement our real estate strategy, our ability to implement our international expansion strategy, our ability to attract and retain key personnel, interruptions in our foreign sourcing operations, and other factors which are set forth in the section entitled "Risk Factors" and elsewhere in our Annual Report on Form 10-K and in all filings with the SEC made subsequent to the filing of the Form 10-K. We do not undertake to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.*