
**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): 8/10/2009

J.CREW GROUP, INC.

(Exact name of registrant as specified in its charter)

Commission File Number: 333-42427

DE
(State or other jurisdiction
of incorporation)

22-2894486
(IRS 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)

(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))
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INFORMATION TO BE INCLUDED IN THE REPORT

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

On August 10, 2009, the Company's Board of Directors unanimously voted to appoint Sukhinder Singh Cassidy as a Director, effective on August 14, 2009. The Company has not yet determined the committee or committees on which Ms. Singh Cassidy will serve. In exchange for her services as a Director in 2009, Ms. Singh Cassidy will receive the following compensation based upon the effective date of her appointment: (1) a cash payment of \$2,000 for each Board meeting and \$2,000 for each committee meeting attended, (2) non-qualified stock options to purchase the number of shares of our common stock with a fair value on the grant date of \$25,000, which will be granted as soon as reasonably practicable, will have an exercise price equal to the fair market value on the grant date (as determined under the applicable equity plan), will vest, subject to continued service as a Director, on the first anniversary of the grant date and will have a seven year term, and (3) an award of time-based restricted stock consisting of the number of shares of our common stock with a fair value on the grant date of \$25,000, which will be granted as soon as reasonably practicable, and will vest, subject to continued service as a Director, on the first anniversary of the grant date. In addition, as a new Director, Ms. Singh Cassidy will also receive additional non-qualified stock options to purchase 5,000 shares of our common stock to be granted as soon as reasonably practicable, which will vest, subject to continued service as a Director, in three equal annual installments beginning on the first anniversary of the grant date and will have a seven year term. Ms. Singh Cassidy will also be required, as a new Director, to purchase a minimum of 2,500 shares of our common stock in the open market within one year after joining the Board of Directors.

In addition, Jonathan Coslet tendered his resignation on August 11, 2009 as a member of the Board of Directors, effective August 14, 2009. Mr. Coslet served on the Compensation Committee and as Chairperson of the Nominating and Corporate Governance Committee. His departure was not caused by any disagreement with the Company on any matter related to the Company's operations, policies or practices.

The Company issued a press release on August 12, 2009 announcing the appointment of Sukhinder Singh Cassidy to the Board of Directors and the departure of Jonathan Coslet as a Director. The text of the press release, which is attached as Exhibit 99.1, is incorporated by reference herein in its entirety.

Item 9.01 Financial Statements and Exhibits.

99.1 Press Release issue by the Company on August 12, 2009.

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, General Counsel and Secretary

Dated: August 12, 2009

Company Contact:

James S. Scully
Chief Administrative Officer and
Chief Financial Officer
(212) 209-8040

Investor Contact:

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

SUKHINDER SINGH CASSIDY APPOINTED TO THE J.CREW BOARD OF DIRECTORS

New York, NY – August 12, 2009 – J. Crew Group, Inc. (the “Company”) [NYSE:JCG] today announced that Sukhinder Singh Cassidy had been appointed to its Board of Directors, effective August 14, 2009. In addition, Jonathan Coslet, has advised the Company of his intention to resign from the Board of Directors, effective August 14, 2009 in order to focus on his responsibilities at TPG Capital L.P.

Ms. Singh Cassidy, 39, is CEO-in-residence at Accel Partners, a global venture and growth equity firm, since April 2009. Prior to that, Ms. Singh Cassidy was a global Vice-President of Sales and Operations for Google, Inc., and from 2005 to 2009 she was Google’s President for Asia-Pacific & Latin America Operations. From 2003 to 2005, she was Google’s General Manager of Local Search, Video and Print Partnerships.

Millard Drexler, J.Crew’s Chairman and CEO said, “We are pleased to welcome Sukhinder to our Board. Her experience with new media and internet strategy make her a great fit for our Board of Directors and for J.Crew. We also want to thank Jonathan for his many contributions and support over the years.”

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 August 11, 2009, the Company operates 242 retail stores (including 9 crewcuts and 17 Madewell stores), the J. Crew catalog business, jcrew.com, and 78 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.