
**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): February 1, 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.)

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.)

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))

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.

Departure of Director

On February 1, 2019, John G. Danhaki tendered his resignation from the Board of Directors (the “Board”) of J. Crew Group, Inc. (the “Company”), effective as of February 2, 2019. Mr. Danhaki served on the Company’s Board since 2011. Mr. Danhaki’s resignation is not due to a disagreement with the Company, the Board or management on any matter.

Appointment of Director

On February 1, 2019, Michael Solomon was appointed to the Board of the Company, effective as of February 3, 2019.

Mr. Solomon was appointed pursuant to the Amended and Restated Principal Investors Stockholders’ Agreement dated as of July 13, 2017 (the “Stockholders Agreement”), by and among the Company, Chinos Holdings, Inc. (“Parent”), Chinos Intermediate Holdings A, Inc., Chinos Intermediate Holdings B, Inc., Chinos Intermediate Inc., certain affiliates of TPG Capital, L.P. (collectively, “TPG”) and certain affiliates of Leonard Green & Partners, L.P. (collectively, “LGP,” and, together with TPG, our “Sponsors”) and the other stockholders party thereto. The Stockholders Agreement was amended and restated in connection with the previously announced and consummated series of interrelated liability management transactions, as described in Item 1.01 of the Company’s Current Report on 8-K filed with the Securities and Exchange Commission (the “Commission”) on July 18, 2017 (the “July 2017 8-K”), which description is incorporated by reference herein. Pursuant to the Stockholders Agreement, LGP has the right to designate two directors to the board of directors of Parent, which directors shall also be elected to the Board, for so long as the aggregate Purchase Price Value (as defined in the Stockholders Agreement) of shares of Parent common stock held by LGP is equal to or greater than 50% of the aggregate Purchase Price Value of the shares of Parent common stock held by LGP as of July 13, 2017, subject to certain adjustments in connection with repurchases of common stock by Parent. Prior to his resignation, Mr. Danhaki was one of the two directors designated to the Board by LGP. This description of the Stockholders Agreement is not complete and is qualified in its entirety by reference to the full text of the Stockholders Agreement, a copy of which was filed as Exhibit 4.9 to the July 2017 8-K.

Mr. Solomon is a representative of our Sponsors. As a result, he is not individually compensated by the Company.

In connection with Mr. Solomon’s appointment, the Company intends to enter into an indemnification agreement with Mr. Solomon (the “Indemnification Agreement”). Such Indemnification Agreement will clarify and supplement indemnification provisions already contained in the Company’s Articles of Incorporation and Bylaws and, among other things, will provide for indemnification of the director to the fullest extent permitted by the laws of the state of Delaware, advancement of legal fees and expenses in connection with legal proceedings, certain procedures for determining whether the director is entitled to indemnification and dispute resolution procedures. This description of the Indemnification Agreement is not complete and is qualified in its entirety by reference to the full text of the Indemnification Agreement, the form of which was filed as Exhibit 10.35 to the Company’s Annual Report on Form 10-K for the fiscal year ended February 3, 2018 filed with the Commission of March 27, 2018.

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: February 1, 2019

By: /s/ VINCENT ZANNA

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Chief Financial Officer and Treasurer