

**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): **January 16, 2007**

Commission
File Number
333-42427

Registrant, State of Incorporation
Address and Telephone Number

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

J. CREW GROUP, INC.

(Incorporated in Delaware)

770 Broadway

New York, New York 10003

Telephone: (212) 209-2500

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))
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On January 16, 2007, Madewell Inc. (“Licensee”), a wholly-owned subsidiary of J.Crew Group, Inc., delivered a notice pursuant to a Trademark License Agreement among Millard S. Drexler, Millard S. Drexler, Inc. (“Licensor”) and J.Crew Group, Inc., dated October 20, 2005 (the “License Agreement”) of the occurrence of certain events that were required for an assignment of the Madewell Properties and the Residual Rights (as defined in the License Agreement) under the License Agreement. Upon Licensee’s delivery of such notice, Licensor assigned, transferred and conveyed all of its rights and interests to the Madewell Properties and the Residual Rights to Licensee.

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: Executive Vice President
and Chief Financial Officer

Date: January 18, 2007