# 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): July 19, 2010**

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# J.CREW GROUP, INC.

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**Commission File Number: 001-32927**

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| **Delaware** | **22-2894486** |
| (Registrant, State of Incorporation | (I.R.S. 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)

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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 (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))

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

On July 19, 2010, the Board of Directors of J.Crew Group, Inc. (the "Company") unanimously voted to appoint Stephen J. Squeri as a Director, effective September 15, 2010. Mr. Squeri will serve on the Audit Committee.

In exchange for his services as a Director in 2010, Mr. Squeri will receive the following compensation based upon the effective date of his appointment: (1) a pro-rated annual cash retainer of $25,000; (2) an additional cash payment of $2,000 for each Board meeting and $2,000 for each committee meeting attended, (3) non-qualified stock options to purchase the number of shares of our common stock with a fair market 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, Mr. Squeri 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. Mr. Squeri 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.

The Company issued a press release on July 22, 2010 announcing the appointment of Stephen J. Squeri to the Board of Directors. 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**

(a) through (c) Not applicable

(d) Exhibits:

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

| Exhibit No. | Description |
|---|---|
| 99.1 | Press Release issued by the Company on July 22, 2010. |

The information in this Current Report is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended ("Exchange Act"), nor shall such information be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly stated by specific reference in such filing.

## 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: | **Chief Administrative Officer and Chief Financial Officer** |

Date: July 22, 2010

**Exhibit 99.1**

**Company Contact:**
James S. Scully
Chief Administrative Officer and
Chief Financial Officer
(212) 209-8040

**Investor Contact**:
Allison Malkin/Joe Teklits
ICR, Inc.
(203) 682-8200

**STEPHEN J. SQUERI APPOINTED TO THE J.CREW BOARD OF DIRECTORS**

New York, NY – July 22, 2010 – J. Crew Group, Inc. (the "Company") [NYSE:JCG] today announced that Stephen J. Squeri had been appointed to its Board of Directors, effective September 15, 2010.

Mr. Squeri, 51, is group president of global services and chief information officer at American Express Company since 2009. Mr. Squeri joined American Express in 1985 and has held various senior positions since then, including executive vice president and chief information officer from 2005 to 2009, president of the Global Commercial Card division from 2002 to 2005 and president of Establishment Services Canada and the United States from 2000 to 2001. Prior to joining American Express, Mr. Squeri was a management consultant at Arthur Andersen and Company from 1981 to 1985.

Millard Drexler, J.Crew's Chairman and CEO said, "We are pleased to welcome Steve to our Board. His experience with information technology and international business makes him a great fit for our Board of Directors and for J.Crew."

## 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 July 13, 2010, the Company operates 245 retail stores (including 219 J.Crew retail stores, 9 crewcuts and 17 Madewell stores), the J. Crew catalog business, jcrew.com, madewell.com, and 81 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, the performance of the Company's products within the prevailing retail environment, 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.