

**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): September 26, 2006**

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 registrants 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 Principal Officers; Election of Directors; Appointment of Principal Officers.**

The Company issued a press release on September 29, 2006 announcing the departures of Emily Scott, Thomas Scott and Bridget Ryan Berman from the Company's Board of Directors. These departures were not caused by any disagreement with the Company on any matter related to the Company's operations, policies or practices. 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 issued by the Company on September 29, 2006.

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 current expectations or beliefs of the Company 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 Securities and Exchange Commission 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.

**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 and  
General Counsel

Date: September 29, 2006

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**EXHIBIT INDEX**

99.1 Press Release issued by J. Crew Group, Inc. on September 29, 2006.

For: J.Crew Group

Contact:  
James Scully  
Chief Financial Officer  
(212) 209-8040

Allison Malkin  
Integrated Corporate Relations  
(203) 682-8225

**For Immediate Release**

**J.Crew Group, Inc. Announces Departure of Three Directors**

NEW YORK (September 29, 2006) — J.Crew Group, Inc. (the “Company”) [NYSE:JCG], announced today that Emily Scott, Thomas Scott and Bridget Ryan Berman have advised the Company of their intention to step down from the Company’s Board of Directors. Emily Scott, a director since 1992, and Thomas Scott, a director since 2002, have chosen to resign from the Board of Directors for personal reasons, effective December 2, 2006. Ms. Berman, a director since August 2005, will also be resigning from the Board of Directors and the Audit Committee of the Board in connection with her recently assumed role as Chief Executive Officer of the U.S. subsidiary of Giorgio Armani S.p.A., effective December 26, 2006. The Company’s remaining eight board members possess strong and varied backgrounds with significant accomplishments in the financial, business and consumer sectors.

“Emily’s contributions to J.Crew have been countless from the day the company started in 1983. Everyone at J.Crew wants to thank both Emily and Tom for their insight and support over the years,” said Millard Drexler, Chairman and CEO of J.Crew.

“It has been really nice to work with Bridget over the last year. We’ll miss her and know she’ll do a great job at Giorgio Armani,” said Mr. Drexler.

J.Crew Group, Inc. is a nationally recognized multi-channel retailer of men’s, women’s and children’s apparel, shoes and accessories. As of September 29, 2006, the Company operates 172 retail stores, 50 factory stores, the J.Crew catalog business, and jcrew.com. 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).

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*preferences in apparel and acceptance by customers of the Company's products, overall economic conditions, changes in key personnel, the Company's ability to expand its store base and product offerings, governmental regulations and trade restrictions, acts of war or terrorism in the United States or worldwide, political or financial instability in the countries where the Company's goods are manufactured, postal rate increases, paper and printing costs, availability of suitable store locations at appropriate terms, the level of the Company's indebtedness and exposure to interest rate fluctuations, 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.*