

CHARMING SHOPPES INC

Form 3

June 14, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Ascena Retail Group, Inc.

(Last) (First) (Middle)

30 DUNNIGAN DRIVE

(Street)

SUFFERN, NY 10901

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

06/14/2012

3. Issuer Name and Ticker or Trading Symbol
CHARMING SHOPPES INC [CHRS]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group

Filing(Check Applicable Line)

____ Form filed by One Reporting Person

X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock, par value \$0.10 per share

92,198,094 ⁽¹⁾

I

By Colombia Acquisition Corp.
⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ascena Retail Group, Inc. 30 DUNNIGAN DRIVE SUFFERN, NY 10901	Â	Â X	Â	Â
Colombia Acquisition Corp. 30 DUNNIGAN DRIVE SUFFERN, NY 10901	Â	Â X	Â	Â

Signatures

/s/ David R. Jaffe, President and Chief Executive Officer, on behalf of Ascena Retail Group, Inc.	06/14/2012
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__Signature of Reporting Person	Date
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/s/ David R. Jaffe, President and Chief Executive Officer, on behalf of Colombia Acquisition Corp.	06/14/2012
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__Signature of Reporting Person	Date
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Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reflects shares purchased in a tender offer.
- (2) The shares are held by Colombia Acquisition Corp. ("Purchaser"), and may also be deemed to be indirectly beneficially owned by Ascena Retail Group, Inc., the sole beneficial owner of Purchaser.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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