Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A This return/report is for:
- ☐ a multiemployer plan
- ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- ☒ a single-employer plan
- ☐ a DFE (specify) ____

B This return/report is:
- ☐ the first return/report
- ☐ the final return/report
- ☐ an amended return/report
- ☐ a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ ☐

D Check box if filing under:
- ☒ Form 5558
- ☐ automatic extension
- ☐ the DFVC program
- ☐ special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
J.CREW GROUP, INC. 401(K) SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1984

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)

J.CREW GROUP, INC.

770 BROADWAY
NEW YORK, NY 10003-9512

2b Employer Identification Number (EIN) 22-2894486

2c Plan Sponsor's telephone number 212-209-2500

2d Business code (see instructions) 448140

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2017	JEREMY BROOKS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address (include room or suite number)

Preparer's telephone number

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	

5 Total number of participants at the beginning of the plan year	**5**	6127
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	5065
a(2) Total number of active participants at the end of the plan year	**6a(2)**	5124
b Retired or separated participants receiving benefits	**6b**	9
c Other retired or separated participants entitled to future benefits	**6c**	1163
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	6296
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	1
f Total. Add lines **6d** and **6e**.	**6f**	6297
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	3459
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2F 2G 2J 2K 2T 3F 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(4)**	[ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** [X] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] **A** (Insurance Information) ___
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2016** **This Form is Open to Public Inspection.**

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan	**B** Three-digit plan number (PN) ▶	
J.CREW GROUP, INC. 401(K) SAVINGS PLAN		002
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
J.CREW GROUP, INC.	22-2894486	

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

SPIELMAN KOENIGSBERG & PARKER LLP

22-2894486

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	ACCOUNTANT/AUDITOR	29500	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	1197	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ABF BW LG CP VAL INS - BOSTON FINA 04-2526037	0.04%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ARTISAN MID CAP INV - BOSTON FINAN 04-2526037	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
GS SM CAP VALUE INST - GOLDMAN, SA 13-5108880	0.10%

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
WF SHORT-TERM BND IS - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.05%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

SCHEDULE H (Form 5500)

Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
J.CREW GROUP, INC. 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
J.CREW GROUP, INC.

D Employer Identification Number (EIN)
22-2894486

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	5736604	6150982
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	2835511	3041182
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	130246210	145791595
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	**1d(1)**	0	0
	(2) Employer real property	**1d(2)**	0	0
e	Buildings and other property used in plan operation	**1e**	0	0
f	Total assets (add all amounts in lines 1a through 1e)	**1f**	138818325	154983759
	Liabilities			
g	Benefit claims payable	**1g**	0	0
h	Operating payables	**1h**	0	0
i	Acquisition indebtedness	**1i**	0	0
j	Other liabilities	**1j**	0	0
k	Total liabilities (add all amounts in lines 1g through1j)	**1k**	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	**1l**	138818325	154983759

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	**2a(1)(A)**	5713952	
	(B) Participants	**2a(1)(B)**	11273435	
	(C) Others (including rollovers)	**2a(1)(C)**	549729	
	(2) Noncash contributions	**2a(2)**	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	**2a(3)**		17537116
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	**2b(1)(A)**	3078	
	(B) U.S. Government securities	**2b(1)(B)**	0	
	(C) Corporate debt instruments	**2b(1)(C)**	0	
	(D) Loans (other than to participants)	**2b(1)(D)**	0	
	(E) Participant loans	**2b(1)(E)**	78602	
	(F) Other	**2b(1)(F)**	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	**2b(1)(G)**		81680
	(2) Dividends: **(A)** Preferred stock	**2b(2)(A)**	0	
	(B) Common stock	**2b(2)(B)**	0	
	(C) Registered investment company shares (e.g. mutual funds)	**2b(2)(C)**	5271504	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	**2b(2)(D)**		5271504
	(3) Rents	**2b(3)**		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	**2b(4)(A)**	0	
	(B) Aggregate carrying amount (see instructions)	**2b(4)(B)**	0	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	**2b(4)(C)**		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	**2b(5)(A)**	0	
	(B) Other	**2b(5)(B)**	0	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	**2b(5)(C)**		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		5327518
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		28217818
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	12009689	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		12009689
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		11998
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	30697	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		30697
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		12052384
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		16165434
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: SPIELMAN KOENIGSBERG & PARKER LLP **(2)** EIN: 13-3367751

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	4n		X	
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

Part V Trust Information

6a Name of trust	**6b** Trust's EIN

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
J.CREW GROUP, INC. 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
J.CREW GROUP, INC.

D Employer Identification Number (EIN)
22-2894486

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No

22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter _____/_____/_____ and the serial number _____.

22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter _____/_____/_____.

THE J. CREW GROUP, INC.
401(K) SAVINGS PLAN

FINANCIAL STATEMENTS

December 31, 2016 and 2015

(With Independent Auditors' Report)

THE J. CREW GROUP, INC. 401(K) SAVINGS PLAN

TABLE OF CONTENTS

For the Years Ended December 31, 2016 and 2015

Page

Independent Auditors' Report....1

Financial Statements

Statements of Net Assets Available for Benefits....3

Statement of Changes in Net Assets Available for Benefits....4

Notes to Financial Statements....5

Supplemental Schedule

Schedule H, Line 4i--Schedule of Assets (Held at End of Year)....15

A schedule of party-in-interest transactions has not been presented because there were no such transactions prohibited by the IRC Section 406. In addition, a schedule of reportable transactions has not been presented because there were no such transactions.

Spielman Koenigsberg & Parker, LLP
Certified Public Accountants
1745 Broadway, 18th Floor
New York, NY 10019
Phone: 212.453.2500
Fax: 212.453.2550

Independent Auditors' Report

To the Plan Administrator of
The J. Crew Group, Inc. 401(k) Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The J. Crew Group, Inc. 401(k) Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any

auditing procedures with respect to the information summarized in Note 7, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee for the years ended December 31, 2016 and 2015, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter – Supplemental Schedule

The supplemental schedule of Assets (Held at End of Year) is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Spielman Koenigsberg & Parker LLP

New York, New York
September 29, 2017

THE J. CREW GROUP, INC. 401(K) SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2016 and 2015

	2016	2015
Assets		
Investments, at fair value:		
Mutual funds	$ 146,027,267	$ 130,481,663
Money market fund	5,915,310	5,501,151
Total investments	151,942,577	135,982,814
Notes receivable from participants	3,126,801	2,912,952
Net assets available for benefits	$ 155,069,378	$ 138,895,766

The accompanying notes are an integral part of these financial statements.

THE J. CREW GROUP, INC. 401(K) SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Year Ended December 31, 2016

Additions to net assets attributed to:	
Investment activity:	
Net appreciation in fair value of investments	$ 5,327,518
Interest and dividend income	5,274,585
Total investment income	10,602,103
Interest income on notes receivable from participants	80,668
Contributions:	
Employee	11,273,435
Employer	5,713,952
Rollovers	549,729
Total contributions	17,537,116
Total additions	28,219,887
Deductions	
Deductions from net assets attributed to:	
Participant withdrawals	12,009,689
Administrative expenses	30,725
Previous loan defaults	5,861
Total deductions	12,046,275
Net increase	16,173,612
Net assets available for benefits at beginning of year	138,895,766
Net assets available for benefits at end of year	$ 155,069,378

The accompanying notes are an integral part of these financial statements.

1. Significant Accounting Policies

Basis of Accounting

The J. Crew Group, Inc. 401(k) Savings Plan (the "Plan") financial statements are prepared on the accrual basis of accounting.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are charged directly to the borrowing participant's account and are included in administrative expenses when incurred. As of December 31, 2016 and 2015, no allowance for credit losses has been recorded. If a participant does not make loan repayments and the Plan Administrator considers the participant loan to be in default, the loan balance is reduced, and the delinquent participant note receivable is recorded as a benefit payment based on the terms of the Plan document.

General

The Trustee of the Plan is Fidelity Management Trust Company ("Fidelity"). Fidelity is responsible for maintaining the Plan assets. Fidelity uses a daily valuation system for valuing plan investments, which is calculated using the net asset value for each investment option. Fidelity's valuation criteria has not changed from the year ended December 31, 2015.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

Purchases and sales are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Use of Estimates

The preparation of financial statements in accordance with the accrual basis of accounting requires the Plan Administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

Benefit Payments

Benefits are recorded when paid.

Recent Accounting Guidance

In May 2015, the FASB issued ASU 2015-07, *Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*, which amends ASC 820, Fair Value Measurement. Under this standard, for entities that measure investments using the net asset value (NAV) practical expedient, the requirement to categorize these investments in the fair value hierarchy table is eliminated and instead, the fair values of these investments should be presented as reconciling items between the financial statement amounts and the totals reported in the fair value table. Additionally, certain disclosures are no longer required for investments that are eligible for the practical expedient but are not measured that way. The ASU proposal should be applied retrospectively and is effective for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. The adoption of this standard will not impact the Statement of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

In July 2015, the FASB issued ASU 2015-12, a three part update which simplifies certain aspects of employee benefit plan accounting. Part I of the ASU designates contract value as the only required measure for fully benefit-responsive investment contracts and eliminates the requirement to measure them at fair value. Part II of the ASU eliminates the requirements to disclose (a) individual investments that represent 5% or more of net assets available for benefits and (b) the net appreciation or depreciation of investments by general type. Part III of the ASU establishes a practical expedient to permit plans to measure investments as of a month-end date that is closest to the plan's fiscal year end when the fiscal period does not coincide with a month end. Parts I and II should be applied retrospectively for all financial statements presented, while Part III should be applied prospectively. The ASU is effective for fiscal years beginning after December 15, 2015, with earlier application permitted. The Plan has adopted Part II of this ASU as of December 31, 2016. Parts I and III are not applicable.

2. Description of the Plan

The following description of the Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan sponsored by J.Crew Group, Inc. and its subsidiaries (the "Company"). It is intended that the Plan be qualified and exempt under sections 401(a) and 501(a) of the Internal Revenue Code of 1986 (the "Code"), as amended from time to time, and meet the requirements of Section 401(k) of the Code. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility

All employees of the Company, as defined in the Plan, are eligible to participate in the Plan on the first of the month following 12 months of continuous service with 1,000 hours of work and attainment of age 21.

Contributions

The Plan permits an employee to reduce his or her salary under Section 401(k) of the Internal Revenue Code (the "IRC"). Deferrals may be made in amounts up to 25% of employee's compensation subject to the maximum amount allowed by the Internal Revenue Service which was $18,000 for both 2016 and 2015. In addition, all participants who have attained the age of 50 before the close of the plan year are eligible to make an additional "catch-up" contribution up to $6,000 for the plan years ended December 31, 2016 and 2015. The employer will make a matching contribution in the amount of 100% of the first 3% and 50% of the next 2% of compensation deferred by the employee up to a maximum of $10,600 for both 2016 and 2015, respectively.

Participant Account

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's matching contribution and, (b) Plan earnings (losses), and charged with an allocation of any administrative expenses paid by the Plan. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

The Plan permits participants to direct the investment of future contributions and/or their account balance to one or more of the available investment vehicles. Participants are immediately vested in their elective contributions and employer contributions plus actual earnings thereon.

Forfeitures

Upon termination, participants forfeit their non-vested account balances. Forfeited amounts are retained by the Plan and are used to reduce the Company's future matching contributions. At December 31, 2016 and 2015, the non-vested forfeited amount totaled $37,810 and $36,048 respectively.

Investment Options

Each participant may elect that his or her contributions be invested in the following funds or any combination thereof:

Am. Beacon BW LG CP Val Inst	Fidelity Freedom K 2040 Fund
Artisan Mid Cap Instl. Fund	Fidelity Freedom K 2045 Fund
Fidelity Balanced K Fund	Fidelity Freedom K 2050 Fund
Fidelity Contrafund K	Fidelity Freedom K 2055 Fund
Fidelity Extended Market Index	Fidelity Freedom K 2060 Fund
Fidelity Freedom K Income Fund	Fidelity Low Priced Stock K Fund
Fidelity Freedom K 2005 Fund	Fidelity Mid-Cap Stock K Fund
Fidelity Freedom K 2010 Fund	Fidelity Retirement Money Market Fund
Fidelity Freedom K 2015 Fund	Fidelity U.S. Bond Index Fund
Fidelity Freedom K 2020 Fund	Fidelity 500 Index Instl. Fund
Fidelity Freedom K 2025 Fund	GS Small Cap Value Instl. Fund
Fidelity Freedom K 2030 Fund	Vanguard FTSE AW Index Investment
Fidelity Freedom K 2035 Fund	Wells Fargo Advantage Short-Term Index

Participant Notes

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum amount equal to the lesser of $50,000, minus the participant's highest outstanding loan balance over the last twelve months, or 50% of their account balance. A participant's vested account balance will serve as collateral to the extent of the loan, plus interest. The maximum term for a note is 60 months (five years), unless the note is used to acquire the participant's principal residence. In that case, the maximum term for a note is 15 years. Note that are not repaid within the maximum term will be treated as a distribution from the Plan. Interest on the notes will be charged at the prevailing prime rate of interest plus 1% at the time the note is made. Participants do not share in the earnings from the Plan's investments to the extent of any outstanding loan, except that the interest paid on such loans is allocated directly to the participant's account.

At December 31, 2016 and 2015, participant notes outstanding totaled $3,126,801 and $2,912,952, respectively, with maturity dates through 2031 at rates ranging from 3.25% to 9.50%.

Payments of Benefits

Participants will receive lump-sum benefit distributions of their entire account balance no later than April 1st, following the close of the year following the later of the attainment of age of 70 ½ or retirement. The normal retirement age under the Plan is 59 ½. Withdrawals are permitted prior to reaching the normal retirement age in case of disability, death, or termination of employment.

Unallocated Assets

The Plan maintains a mutual fund account to hold employee and employer contributions prior to the allocation to individual participant accounts.

3. Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants at the measurement date. The guidance establishes a three level fair value hierarchy that prioritizes the inputs used to measure fair value. The three levels of the hierarchy are defined as follows:

Level 1 – Inputs are unadjusted quoted prices in active markets for identical assets or liabilities. This category includes actively traded mutual funds.

Level 2 – Observable inputs other than quoted prices included in Level 1, including quoted prices for identical assets or liabilities in inactive markets, quoted prices for similar assets or liabilities in active markets, inputs other than quoted prices that are observable for the asset or liability and inputs derived principally from or corroborated by observable market data. This category includes a money market fund which can be redeemed at net asset value.

Level 3 – Unobservable inputs reflecting management's own assumptions about the inputs that market participant would use in pricing the asset or liability based on the best information available. The Plan has no level 3 investments at December 31, 2016 and 2015.

If the inputs used to measure the financial instruments fall within different levels of the hierarchy, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

3. Fair Value Measurements (continued)

The following tables set forth the financial assets of the Plan by level within the fair value hierarchy, at December 31, 2016 and 2015:

	Fair Value Measurements at December 31, 2016			
	Level 1	Level 2	Level 3	Total
Mutual funds	$146,027,267	$ -	$ -	$146,027,267
Money market fund		5,915,310		5,915,310
Total investments measured at fair value	$146,027,267	$ 5,915,310	$ -	$151,942,577

	Fair Value Measurements at December 31, 2015			
	Level 1	Level 2	Level 3	Total
Mutual funds	$130,481,663	$ -	$ -	$130,481,663
Money market fund		5,501,151		5,501,151
Total investments measured at fair value	$130,481,663	$ 5,501,151	$ -	$135,982,814

4. Investments

During 2016, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by $5,327,518 as follows:

Mutual funds	$ 5,327,518

5. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination participants would become 100% vested in their employer contributions.

6. Differences Between Financial Statements and Form 5500

The following is a reconciliation of Net Assets Available for Benefits for the years ended December 31, 2016 and 2015 per the financial statements to the Form 5500:

	2016	2015
Net assets available for benefits per the financial statements	$ 155,069,378	$ 138,895,766
Certain deemed distributions of participant notes (including accrued interest)	(85,619)	(77,441)
Net assets available for benefits per the Form 5500, Schedule H Part I, Line L	$ 154,983,759	$ 138,818,325
Net increase in net assets available for benefits per the financial statements	$ 16,173,612	4,885,144
Change in certain deemed distributions of participant notes (including accrued interest)	(8,178)	(30,184)
Net increase per Form 5500, Schedule H Part II, Line K	$ 16,165,434	$ 4,854,960

7. Information Prepared and Certified by Trustee

All investment information included in the Plan financial statements has been derived from information certified as complete and accurate by the Trustee in accordance with 29 CFR 2520.103-5(d) of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

7. Information Prepared and Certified by Trustee (continued)

The following has been certified as complete and accurate by the Trustee as of December 31, 2016 and 2015:

	2016	2015
Investments	$ 151,706,905	$ 135,747,361
Notes receivable from participants	3,126,801	2,912,952
Total	$ 154,833,706	$ 138,660,313

The following investment earnings have been certified as complete and accurate by the Trustee as of December 31, 2016 and 2015:

	2016	2015
Interest and dividend income	$ 5,274,366	$ 7,095,721
Net appreciation/(depreciation) of investments	5,327,518	(6,102,758)
Total	$ 10,601,884	$ 992,963

8. Transactions with Parties-in-Interest

Accounting fees, and certain administrative expenses relating to the maintenance of participant eligibility records are paid by the Company and, accordingly, are not included in the financial statements of the Plan.

During 2016 and 2015 the Plan's assets were invested in mutual funds (see schedule of Assets (Held at End of Year)) that were managed by Fidelity Investments. Fidelity Investments is a related party, as defined by the Plan to Fidelity Management Trust Company. Therefore, transactions with Fidelity Management Trust Company qualify as party-in-interest transactions.

9. Income Tax Status

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated March 31, 2014, that the Plan and related trust are designed in accordance with Section 401(a) of the Internal Revenue Code ("IRC"). Although the Plan has been amended and restated since receiving the determination letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, they believe that the Plan is qualified and the related trust is tax-exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require the Plan Administrator to evaluate tax positions taken by the Plan and recognize a tax liability for any uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by tax authorities; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2013.

10. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

11. Subsequent Events

The Company has evaluated all subsequent events through September 29, 2017, the date the financial statements were issued and determined that no additional disclosures were necessary.

SUPPLEMENTAL SCHEDULE

Plan Number: 002
EIN: 22-2894486

THE J. CREW GROUP, INC. 401(K) SAVINGS PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2016

(a)	(b) Identity of Holder	(c) Description of Investment	(e) Fair Value
	Fidelity Management Trust Co.	Artisan Mid Cap Instl. Fund; 162,008.851 shares	$ 6,334,546
	Fidelity Management Trust Co.	ABF BW LG CP Val Ins; 194,703.193 shares	5,077,859
*	Fidelity Management Trust Co.	Fidelity Cash Reserves; 235,672.240 shares	235,672
*	Fidelity Management Trust Co.	Fidelity Balanced K Fund; 466,736.753 shares	10,277,543
*	Fidelity Management Trust Co.	Fidelity Contrafund K; 220,838.665 shares	21,726,108
*	Fidelity Management Trust Co.	Fidelity Extended Market Index; 43,533.320 shares	2,417,841
*	Fidelity Management Trust Co.	Fidelity Freedom K 2005 Fund; 14,081.816 shares	178,417
*	Fidelity Management Trust Co.	Fidelity Freedom K 2010 Fund; 36,954.271 shares	466,363
*	Fidelity Management Trust Co.	Fidelity Freedom K 2015 Fund; 90,187.431 shares	1,187,768
*	Fidelity Management Trust Co.	Fidelity Freedom K 2020 Fund; 196,038.737 shares	2,736,701
*	Fidelity Management Trust Co.	Fidelity Freedom K 2025 Fund; 199,370.540 shares	2,908,816
*	Fidelity Management Trust Co.	Fidelity Freedom K 2030 Fund; 397,847.029 shares	5,919,964
*	Fidelity Management Trust Co.	Fidelity Freedom K 2035 Fund; 432,963.715 shares	6,676,300
*	Fidelity Management Trust Co.	Fidelity Freedom K 2040 Fund; 481,347.396 shares	7,432,004
*	Fidelity Management Trust Co.	Fidelity Freedom K 2045 Fund; 587,948.921 shares	9,354,267
*	Fidelity Management Trust Co.	Fidelity Freedom K 2050 Fund; 677,937.395 shares	10,867,336

(continued)

Plan Number: 002
EIN: 22-2894486

THE J. CREW GROUP, INC. 401(K) SAVINGS PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2016

(a)	(b) Identity of Holder	(c) Description of Investment	(e) Fair Value
*	Fidelity Management Trust Co.	Fidelity Freedom K 2055 Fund; 337,101.241 shares	4,014,876
*	Fidelity Management Trust Co.	Fidelity Freedom K 2060 Fund; 16,031.915 shares	167,053
*	Fidelity Management Trust Co.	Fidelity Freedom K Income Fund; 52,374.052 shares	608,063
*	Fidelity Management Trust Co.	Fidelity Low Priced Stock K Fund; 93,409.735 shares	4,617,243
*	Fidelity Management Trust Co.	Fidelity Mid-Cap Stock K Fund; 138,683.337 shares	4,802,604
*	Fidelity Management Trust Co.	Fidelity Retirement Money Market Fund; 5,915,310.000 shares	5,915,310
*	Fidelity Management Trust Co.	Fidelity US Bond Index Fund; 397,215.401 shares	4,564,005
*	Fidelity Management Trust Co.	Fidelity 500 Index Instl. Fund; 231,099.200 shares	18,106,622
	Fidelity Management Trust Co.	GS Small Cap Value Instl. Fund; 72,038.078 shares	4,325,887
	Fidelity Management Trust Co.	Vanguard FTSE AW Index; 315,444.798 shares	5,495,048
	Fidelity Management Trust Co.	Wells Fargo Advantage Short-Term Index; 632,535.588 shares	5,528,361
*	Fidelity Management Trust Co.	Participant notes receivable; notes maturing at various dates through 2031 and bearing interest rates from 3.25% to 9.50%	3,126,801
	Total		$ 155,069,378

* Party in interest

THE J. CREW GROUP, INC.
401(K) SAVINGS PLAN

FINANCIAL STATEMENTS

December 31, 2016 and 2015

(With Independent Auditors' Report)

THE J. CREW GROUP, INC. 401(K) SAVINGS PLAN

TABLE OF CONTENTS

For the Years Ended December 31, 2016 and 2015

Page

Independent Auditors' Report....1

Financial Statements

Statements of Net Assets Available for Benefits....3

Statement of Changes in Net Assets Available for Benefits....4

Notes to Financial Statements....5

Supplemental Schedule

Schedule H, Line 4i--Schedule of Assets (Held at End of Year)....15

A schedule of party-in-interest transactions has not been presented because there were no such transactions prohibited by the IRC Section 406. In addition, a schedule of reportable transactions has not been presented because there were no such transactions.

Spielman Koenigsberg & Parker, LLP
Certified Public Accountants
1745 Broadway, 18th Floor
New York, NY 10019
Phone: 212.453.2500
Fax: 212.453.2550

Independent Auditors' Report

To the Plan Administrator of
The J. Crew Group, Inc. 401(k) Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The J. Crew Group, Inc. 401(k) Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any

auditing procedures with respect to the information summarized in Note 7, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee for the years ended December 31, 2016 and 2015, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter – Supplemental Schedule

The supplemental schedule of Assets (Held at End of Year) is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Spielman Koenigsberg & Parker LLP

New York, New York
September 29, 2017

THE J. CREW GROUP, INC. 401(K) SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2016 and 2015

	2016	2015
Assets		
Investments, at fair value:		
Mutual funds	$ 146,027,267	$ 130,481,663
Money market fund	5,915,310	5,501,151
Total investments	151,942,577	135,982,814
Notes receivable from participants	3,126,801	2,912,952
Net assets available for benefits	$ 155,069,378	$ 138,895,766

The accompanying notes are an integral part of these financial statements.

THE J. CREW GROUP, INC. 401(K) SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Year Ended December 31, 2016

Additions to net assets attributed to:	
Investment activity:	
Net appreciation in fair value of investments	$ 5,327,518
Interest and dividend income	5,274,585
Total investment income	10,602,103
Interest income on notes receivable from participants	80,668
Contributions:	
Employee	11,273,435
Employer	5,713,952
Rollovers	549,729
Total contributions	17,537,116
Total additions	28,219,887
Deductions	
Deductions from net assets attributed to:	
Participant withdrawals	12,009,689
Administrative expenses	30,725
Previous loan defaults	5,861
Total deductions	12,046,275
Net increase	16,173,612
Net assets available for benefits at beginning of year	138,895,766
Net assets available for benefits at end of year	$ 155,069,378

The accompanying notes are an integral part of these financial statements.

1. Significant Accounting Policies

Basis of Accounting

The J. Crew Group, Inc. 401(k) Savings Plan (the "Plan") financial statements are prepared on the accrual basis of accounting.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are charged directly to the borrowing participant's account and are included in administrative expenses when incurred. As of December 31, 2016 and 2015, no allowance for credit losses has been recorded. If a participant does not make loan repayments and the Plan Administrator considers the participant loan to be in default, the loan balance is reduced, and the delinquent participant note receivable is recorded as a benefit payment based on the terms of the Plan document.

General

The Trustee of the Plan is Fidelity Management Trust Company ("Fidelity"). Fidelity is responsible for maintaining the Plan assets. Fidelity uses a daily valuation system for valuing plan investments, which is calculated using the net asset value for each investment option. Fidelity's valuation criteria has not changed from the year ended December 31, 2015.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

Purchases and sales are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Use of Estimates

The preparation of financial statements in accordance with the accrual basis of accounting requires the Plan Administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

Benefit Payments

Benefits are recorded when paid.

Recent Accounting Guidance

In May 2015, the FASB issued ASU 2015-07, *Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*, which amends ASC 820, Fair Value Measurement. Under this standard, for entities that measure investments using the net asset value (NAV) practical expedient, the requirement to categorize these investments in the fair value hierarchy table is eliminated and instead, the fair values of these investments should be presented as reconciling items between the financial statement amounts and the totals reported in the fair value table. Additionally, certain disclosures are no longer required for investments that are eligible for the practical expedient but are not measured that way. The ASU proposal should be applied retrospectively and is effective for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. The adoption of this standard will not impact the Statement of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

In July 2015, the FASB issued ASU 2015-12, a three part update which simplifies certain aspects of employee benefit plan accounting. Part I of the ASU designates contract value as the only required measure for fully benefit-responsive investment contracts and eliminates the requirement to measure them at fair value. Part II of the ASU eliminates the requirements to disclose (a) individual investments that represent 5% or more of net assets available for benefits and (b) the net appreciation or depreciation of investments by general type. Part III of the ASU establishes a practical expedient to permit plans to measure investments as of a month-end date that is closest to the plan's fiscal year end when the fiscal period does not coincide with a month end. Parts I and II should be applied retrospectively for all financial statements presented, while Part III should be applied prospectively. The ASU is effective for fiscal years beginning after December 15, 2015, with earlier application permitted. The Plan has adopted Part II of this ASU as of December 31, 2016. Parts I and III are not applicable.

2. Description of the Plan

The following description of the Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan sponsored by J.Crew Group, Inc. and its subsidiaries (the "Company"). It is intended that the Plan be qualified and exempt under sections 401(a) and 501(a) of the Internal Revenue Code of 1986 (the "Code"), as amended from time to time, and meet the requirements of Section 401(k) of the Code. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility

All employees of the Company, as defined in the Plan, are eligible to participate in the Plan on the first of the month following 12 months of continuous service with 1,000 hours of work and attainment of age 21.

Contributions

The Plan permits an employee to reduce his or her salary under Section 401(k) of the Internal Revenue Code (the "IRC"). Deferrals may be made in amounts up to 25% of employee's compensation subject to the maximum amount allowed by the Internal Revenue Service which was $18,000 for both 2016 and 2015. In addition, all participants who have attained the age of 50 before the close of the plan year are eligible to make an additional "catch-up" contribution up to $6,000 for the plan years ended December 31, 2016 and 2015. The employer will make a matching contribution in the amount of 100% of the first 3% and 50% of the next 2% of compensation deferred by the employee up to a maximum of $10,600 for both 2016 and 2015, respectively.

Participant Account

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's matching contribution and, (b) Plan earnings (losses), and charged with an allocation of any administrative expenses paid by the Plan. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

The Plan permits participants to direct the investment of future contributions and/or their account balance to one or more of the available investment vehicles. Participants are immediately vested in their elective contributions and employer contributions plus actual earnings thereon.

Forfeitures

Upon termination, participants forfeit their non-vested account balances. Forfeited amounts are retained by the Plan and are used to reduce the Company's future matching contributions. At December 31, 2016 and 2015, the non-vested forfeited amount totaled $37,810 and $36,048 respectively.

Investment Options

Each participant may elect that his or her contributions be invested in the following funds or any combination thereof:

Am. Beacon BW LG CP Val Inst	Fidelity Freedom K 2040 Fund
Artisan Mid Cap Instl. Fund	Fidelity Freedom K 2045 Fund
Fidelity Balanced K Fund	Fidelity Freedom K 2050 Fund
Fidelity Contrafund K	Fidelity Freedom K 2055 Fund
Fidelity Extended Market Index	Fidelity Freedom K 2060 Fund
Fidelity Freedom K Income Fund	Fidelity Low Priced Stock K Fund
Fidelity Freedom K 2005 Fund	Fidelity Mid-Cap Stock K Fund
Fidelity Freedom K 2010 Fund	Fidelity Retirement Money Market Fund
Fidelity Freedom K 2015 Fund	Fidelity U.S. Bond Index Fund
Fidelity Freedom K 2020 Fund	Fidelity 500 Index Instl. Fund
Fidelity Freedom K 2025 Fund	GS Small Cap Value Instl. Fund
Fidelity Freedom K 2030 Fund	Vanguard FTSE AW Index Investment
Fidelity Freedom K 2035 Fund	Wells Fargo Advantage Short-Term Index

Participant Notes

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum amount equal to the lesser of $50,000, minus the participant's highest outstanding loan balance over the last twelve months, or 50% of their account balance. A participant's vested account balance will serve as collateral to the extent of the loan, plus interest. The maximum term for a note is 60 months (five years), unless the note is used to acquire the participant's principal residence. In that case, the maximum term for a note is 15 years. Note that are not repaid within the maximum term will be treated as a distribution from the Plan. Interest on the notes will be charged at the prevailing prime rate of interest plus 1% at the time the note is made. Participants do not share in the earnings from the Plan's investments to the extent of any outstanding loan, except that the interest paid on such loans is allocated directly to the participant's account.

At December 31, 2016 and 2015, participant notes outstanding totaled $3,126,801 and $2,912,952, respectively, with maturity dates through 2031 at rates ranging from 3.25% to 9.50%.

Payments of Benefits

Participants will receive lump-sum benefit distributions of their entire account balance no later than April 1st, following the close of the year following the later of the attainment of age of 70 ½ or retirement. The normal retirement age under the Plan is 59 ½. Withdrawals are permitted prior to reaching the normal retirement age in case of disability, death, or termination of employment.

Unallocated Assets

The Plan maintains a mutual fund account to hold employee and employer contributions prior to the allocation to individual participant accounts.

3. Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market in an orderly transaction between market participants at the measurement date. The guidance establishes a three level fair value hierarchy that prioritizes the inputs used to measure fair value. The three levels of the hierarchy are defined as follows:

Level 1 – Inputs are unadjusted quoted prices in active markets for identical assets or liabilities. This category includes actively traded mutual funds.

Level 2 – Observable inputs other than quoted prices included in Level 1, including quoted prices for identical assets or liabilities in inactive markets, quoted prices for similar assets or liabilities in active markets, inputs other than quoted prices that are observable for the asset or liability and inputs derived principally from or corroborated by observable market data. This category includes a money market fund which can be redeemed at net asset value.

Level 3 – Unobservable inputs reflecting management's own assumptions about the inputs that market participant would use in pricing the asset or liability based on the best information available. The Plan has no level 3 investments at December 31, 2016 and 2015.

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The following tables set forth the financial assets of the Plan by level within the fair value hierarchy, at December 31, 2016 and 2015:

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	2016	2015
Interest and dividend income	$ 5,274,366	$ 7,095,721
Net appreciation/(depreciation) of investments	5,327,518	(6,102,758)
Total	$ 10,601,884	$ 992,963

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9. Income Tax Status

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated March 31, 2014, that the Plan and related trust are designed in accordance with Section 401(a) of the Internal Revenue Code ("IRC"). Although the Plan has been amended and restated since receiving the determination letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, they believe that the Plan is qualified and the related trust is tax-exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require the Plan Administrator to evaluate tax positions taken by the Plan and recognize a tax liability for any uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by tax authorities; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes the Plan is no longer subject to income tax examinations for years prior to 2013.

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The Company has evaluated all subsequent events through September 29, 2017, the date the financial statements were issued and determined that no additional disclosures were necessary.

SUPPLEMENTAL SCHEDULE

Plan Number: 002
EIN: 22-2894486

THE J. CREW GROUP, INC. 401(K) SAVINGS PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2016

(a)	(b) Identity of Holder	(c) Description of Investment	(e) Fair Value
	Fidelity Management Trust Co.	Artisan Mid Cap Instl. Fund; 162,008.851 shares	$ 6,334,546
	Fidelity Management Trust Co.	ABF BW LG CP Val Ins; 194,703.193 shares	5,077,859
*	Fidelity Management Trust Co.	Fidelity Cash Reserves; 235,672.240 shares	235,672
*	Fidelity Management Trust Co.	Fidelity Balanced K Fund; 466,736.753 shares	10,277,543
*	Fidelity Management Trust Co.	Fidelity Contrafund K; 220,838.665 shares	21,726,108
*	Fidelity Management Trust Co.	Fidelity Extended Market Index; 43,533.320 shares	2,417,841
*	Fidelity Management Trust Co.	Fidelity Freedom K 2005 Fund; 14,081.816 shares	178,417
*	Fidelity Management Trust Co.	Fidelity Freedom K 2010 Fund; 36,954.271 shares	466,363
*	Fidelity Management Trust Co.	Fidelity Freedom K 2015 Fund; 90,187.431 shares	1,187,768
*	Fidelity Management Trust Co.	Fidelity Freedom K 2020 Fund; 196,038.737 shares	2,736,701
*	Fidelity Management Trust Co.	Fidelity Freedom K 2025 Fund; 199,370.540 shares	2,908,816
*	Fidelity Management Trust Co.	Fidelity Freedom K 2030 Fund; 397,847.029 shares	5,919,964
*	Fidelity Management Trust Co.	Fidelity Freedom K 2035 Fund; 432,963.715 shares	6,676,300
*	Fidelity Management Trust Co.	Fidelity Freedom K 2040 Fund; 481,347.396 shares	7,432,004
*	Fidelity Management Trust Co.	Fidelity Freedom K 2045 Fund; 587,948.921 shares	9,354,267
*	Fidelity Management Trust Co.	Fidelity Freedom K 2050 Fund; 677,937.395 shares	10,867,336

(continued)

Plan Number: 002
EIN: 22-2894486

THE J. CREW GROUP, INC. 401(K) SAVINGS PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2016

(a)	(b) Identity of Holder	(c) Description of Investment	(e) Fair Value
*	Fidelity Management Trust Co.	Fidelity Freedom K 2055 Fund; 337,101.241 shares	4,014,876
*	Fidelity Management Trust Co.	Fidelity Freedom K 2060 Fund; 16,031.915 shares	167,053
*	Fidelity Management Trust Co.	Fidelity Freedom K Income Fund; 52,374.052 shares	608,063
*	Fidelity Management Trust Co.	Fidelity Low Priced Stock K Fund; 93,409.735 shares	4,617,243
*	Fidelity Management Trust Co.	Fidelity Mid-Cap Stock K Fund; 138,683.337 shares	4,802,604
*	Fidelity Management Trust Co.	Fidelity Retirement Money Market Fund; 5,915,310.000 shares	5,915,310
*	Fidelity Management Trust Co.	Fidelity US Bond Index Fund; 397,215.401 shares	4,564,005
*	Fidelity Management Trust Co.	Fidelity 500 Index Instl. Fund; 231,099.200 shares	18,106,622
	Fidelity Management Trust Co.	GS Small Cap Value Instl. Fund; 72,038.078 shares	4,325,887
	Fidelity Management Trust Co.	Vanguard FTSE AW Index; 315,444.798 shares	5,495,048
	Fidelity Management Trust Co.	Wells Fargo Advantage Short-Term Index; 632,535.588 shares	5,528,361
*	Fidelity Management Trust Co.	Participant notes receivable; notes maturing at various dates through 2031 and bearing interest rates from 3.25% to 9.50%	3,126,801
	Total		$ 155,069,378

* Party in interest