

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**Form S-1**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**J. Crew Group, Inc.**

*(Exact name of Registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction of  
incorporation or organization)*

**5600**  
*(Primary Standard Industrial  
Classification Code Number)*

**22-2894486**  
*(I.R.S. Employer  
Identification Number)*

**J.Crew Group, Inc.**  
**770 Broadway**  
**New York, New York 10003**  
**Telephone: (212) 209-2500**

*(Address including zip code, telephone number, including area code, of Registrant's Principal Executive Offices)*

**Arlene S. Hong, Esq.**  
**General Counsel**  
**J.Crew Group, Inc.**  
**770 Broadway**  
**New York, New York 10003**  
**Telephone: (212) 209-2500**

*(Name, address including zip code, telephone number, including area code, of agent for service)*

**Copies To:**

**Jeffrey D. Karpf, Esq.**  
**Cleary Gottlieb Steen & Hamilton LLP**  
**One Liberty Plaza**  
**New York, New York 10006**  
**Telephone: (212) 225-2000**  
**Telecopy: (212) 225-3999**

**Robert E. Buckholz, Jr., Esq.**  
**Sullivan & Cromwell LLP**  
**125 Broad Street**  
**New York, New York 10004**  
**Telephone: (212) 558-4000**  
**Telecopy: (212) 558-3588**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date hereof.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-139890

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

**CALCULATION OF REGISTRATION FEE**

| <b>Title of each class of securities to be registered (1)</b> | <b>Amount to be registered (1)</b> | <b>Proposed maximum offering price per share</b> | <b>Proposed maximum aggregate offering price</b> | <b>Amount of registration fees</b> |
|---|------------------------------------|--|--|------------------------------------|
| Common stock, \$.01 par value per share                       | 1,687,589                          | \$37.81  | \$63,807,740.09                                  | \$6,828                            |

(1) The 1,687,589 shares of common stock being registered in this Registration Statement are in addition to the 8,625,000 shares of common stock registered pursuant to the registrant's Registration Statement on Form S-1 (No. 333-139890).

**The Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act.**

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## EXPLANATORY NOTE

This registration statement is being filed with the Securities and Exchange Commission (the "Commission") by J.Crew Group, Inc. (the "Company") pursuant to Rule 462(b) and General Instruction V of Form S-1, both as promulgated under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-1 (File No. 333-139890) filed by the Company with the Commission, as amended, including each of the documents included therein or incorporated by reference therein and all exhibits thereto, which was declared effective by the Commission on January 25, 2007, are incorporated herein by reference into, and shall be deemed part of, this registration statement.

The Company hereby certifies that it (i) has instructed its bank to transmit to the Commission the filing fee set forth on the cover page of this registration statement by a wire transfer of such amount from the Company's account to the Commission's account at Mellon Bank as soon as practicable (but not later than the close of business on January 26, 2007), (ii) will not revoke such instructions, (iii) has sufficient funds in such account to cover the amount of such filing fee and (iv) will confirm receipt of such instructions by its bank during regular business hours on January 26, 2007.

**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits and Financial Statement Schedules.**

All exhibits filed with or incorporated by reference in Registration Statement No. 333-139890 are incorporated by reference into, and shall be deemed to be a part of, this registration statement, except for the following, which are filed herewith.

| <u>Exhibit No.</u> | <u>Document</u>  |
|--------------------|--|
|                    | <b>Legal Opinion</b>   |
| 5.1                | Legal Opinion of Cleary Gottlieb Steen & Hamilton LLP. †   |
|                    | <b>Other Exhibits</b>  |
| 23.1               | Consent of KPMG LLP, Independent Auditors.†  |
| 23.2               | Consent of Cleary Gottlieb Steen & Hamilton LLP. Included in Exhibit 5.1. †  |
| 24.1               | Power of Attorney. Incorporated by reference to Exhibit 24.1 of the S-1 Registration Statement filed on January 10, 2007 (No. 333-139890). |

† Filed herewith.



**EXHIBIT INDEX**

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† Filed herewith.

Writer's Direct Dial: (212) 225-2864  
E-Mail: jkarpf@cgsh.com

January 25, 2007

J. Crew Group, Inc.  
770 Broadway  
New York, New York 10003

Ladies and Gentlemen:

We have acted as counsel to J. Crew Group, Inc., a Delaware corporation (the "Company"), in connection with the preparation of a registration statement on Form S-1 (the "Rule 462(b) Registration Statement") filed with the Securities and Exchange Commission (the "Commission") on the date hereof pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of the sale by the Selling Stockholders (as defined below) of shares of the Company's Common Stock, par value \$.01 per share (the "Securities").

In arriving at the opinion expressed below, we have reviewed the following documents:

- (a) the Rule 462(b) Registration Statement;
- (b) the related registration statement on Form S-1 (No. 333-139890) (the "Registration Statement");
- (c) the Certificate of Incorporation of the Company, included as Exhibit 3.1 to the Registration Statement; and
- (d) the form of underwriting agreement by and among the Company, the Selling Stockholders named therein (the "Selling Stockholders"), Goldman, Sachs & Co. and Bear, Stearns & Co. Inc., as representatives of the underwriters named therein, included as Exhibit 1.1 to the Registration Statement.

In addition, we have reviewed the originals or copies certified or otherwise identified to our satisfaction of all such corporate records of the Company and such other instruments and other certificates of public officials, officers and representatives of the Company and such other persons, and we have made such investigations of law, as we have deemed appropriate as a basis for the opinion expressed below.

In rendering the opinion expressed below, we have assumed the authenticity of all documents submitted to us as originals and the conformity to the originals of all documents submitted to us as copies.

Based on the foregoing and subject to the further assumptions and qualifications set forth below, it is our opinion that the Securities have been duly authorized by all necessary corporate action of the Company, have been validly issued by the Company and are fully paid and nonassessable.

The foregoing opinion is limited to the General Corporation Law of the State of Delaware, including the applicable provisions of the Delaware Constitution and reported judicial decisions interpreting such Law.

We hereby consent to the filing of this opinion as an exhibit to the Rule 462(b) Registration Statement and to the reference to this firm under the heading "Validity of Common Stock" in the preliminary prospectus forming part of the Registration Statement and incorporated by reference into the Rule 462(b) Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

CLEARY GOTTlieb STEEN & HAMILTON LLP

By /s/ Jeffrey D. Karpf

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Jeffrey D. Karpf, a Partner

Consent of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders  
J. Crew Group, Inc.:

We consent to the incorporation by reference in the registration statement on Form S-1 dated January 25, 2007 of our report dated April 24, 2006, except as to Note 18, as to which the date is June 13, 2006, with respect to the consolidated balance sheets of J. Crew Group, Inc. and subsidiaries as of January 29, 2005 and January 28, 2006, and the related consolidated statements of operations, changes in stockholders' deficit and cash flows for each of the years in the three-year period ended January 28, 2006, and the related financial statement schedule, included in Amendment No.1 to the registration statement on Form S-1 dated January 16, 2007 (No. 333-1239890) and the related prospectus, and to the reference therein to our firm under the heading "Experts".

Our report refers to the adoption of Statement of Financial Accounting Standard No. 150, "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity" in the third quarter of fiscal 2003.

/s/ KPMG LLP

New York, New York  
January 25, 2007