

J JILL GROUP INC  
Form 8-K  
January 27, 2006

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

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**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **January 27, 2006**

**THE J. JILL GROUP, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**0-22480**  
(Commission  
File Number)

**04-2973769**  
(IRS Employer  
Identification No.)

**4 Batterymarch Park, Quincy, MA**  
(Address of Principal Executive Offices)

**02169-7468**  
(Zip Code)

Registrant's telephone number, including area code: **(617) 376-4300**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On January 27, 2006, The J. Jill Group, Inc. (the Company ) entered into Amended and Restated Change In Control Severance Agreements with Gordon R. Cooke and Olga L. Conley. The Amended and Restated Change In Control Severance Agreements amend the Change in Control Severance Agreements between the Company and Mr. Cooke and Ms. Conley dated December 21, 2005, filed as Exhibits 10.7 and 10.8, respectively, to the Company s December 23, 2005 Current Report on Form 8-K (the Prior Agreements ), by replacing the word target with the word maximum in clause (ii) of Section 6.1(A), and restate and supersede the Prior Agreements in their entirety. Copies of the Amended and Restated Change In Control Severance Agreements are attached as Exhibits 10.1 and 10.2 to this Current Report on Form 8-K.

**Item 8.01 Other Events.**

As previously reported, on December 22, 2005, the Compensation Committee of the Company s Board of Directors approved the Leadership Incentive Program for Fiscal Year 2006 (the LIP ). A copy of the plan document for the LIP is attached as Exhibit 10.3 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

- (d) Exhibits
- 10.1 Amended and Restated Change In Control Severance Agreement, dated January 27, 2006, between the Company and Gordon R. Cooke
  - 10.2 Amended and Restated Change in Control Severance Agreement, dated January 27, 2006, between the Company and Olga L. Conley
  - 10.3 The J. Jill Group, Inc. 2006 Leadership Incentive Plan

**SIGNATURES**

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE J. JILL GROUP, INC.

Date: January 27, 2006

By: /s/ Olga L. Conley  
Olga L. Conley  
Executive Vice President /  
Chief Financial Officer and Chief  
Administrative Officer  
*(Principal Financial Officer)*