

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

ANNTAYLOR STORES CORPORATION  
(Exact name of registrant as specified in its charter)

DELAWARE

13-3499319

-----  
(State of incorporation)

-----  
(I.R.S. employer identification no.)

142 West 57th Street, New York, New York

10019

-----  
(Address of principal executive offices)

-----  
(Zip code)

THE ANNTAYLOR, INC. SAVINGS PLAN

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(Full title of the plan)

Jocelyn F.L. Barandiaran, Esq.  
AnnTaylor Stores Corporation  
142 West 57th Street, New York, NY 10019  
(212) 541-3226

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

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Offering Price Per Share (1) (2)	Proposed Aggregate Offering Price (1) (2)	Amount of Registration Fee
Common Stock, par value \$.0068 per share	50,000 shares	\$35.93	\$1,796,500	\$619.48

- (1) Estimated pursuant to paragraphs (c) and (h) of Rule 457 under the Securities Act of 1933, as amended (the "Securities Act"), on the basis of the average of the high and low sale prices for a share of Common Stock on the New York Stock Exchange on September 22, 1994, which is within five business days prior to filing.
- (2) Estimated solely for the purpose of calculating the registration fee.

In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

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PART I

This Registration Statement on Form S-8 is being filed by the AnnTaylor, Inc. Savings Plan (the "Plan") with respect to interests to be offered or sold pursuant to the Plan, and by AnnTaylor Stores Corporation (the "Registrant") with respect to 50,000 shares of common stock, par value \$.0068 per share ("Common Stock"), of the Registrant which may be acquired by participants in the Plan.

PART II

Item 3. Incorporation of Documents by Reference

The following documents of the Registrant heretofore filed with the Securities and Exchange Commission (the "Commission") are incorporated in this Registration Statement by reference: (a) the Registrant's Annual Report on Form 10-K for the fiscal year ended January 29, 1994, (b) the Registrant's Quarterly Reports on Form 10-Q for the fiscal quarters ended April 30, 1994 and July 30, 1994, and (c) the description of the Common Stock contained in the Registrant's Form 8 dated May 15, 1991 filed under Section 12 of the Securities Exchange Act of 1934 (the "Exchange Act"). All documents subsequently filed by the Registrant and the Plan pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Item 4. Not applicable.

Item 5. Not applicable.

Item 6. Indemnification of Officers and Directors

The General Corporation law of the State of Delaware and the Restated Certificate of Incorporation of the Registrant limit the liability of and provide indemnification for directors and officers of the Registrant. Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the "Securities Act") may be permitted to directors, officers or persons controlling the Registrant pursuant to the foregoing provisions, the Registrant has been informed that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Item 7. Not applicable.

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Item 8. Exhibits

Exhibit No.	Description
4.1	Restated Certificate of Incorporation of AnnTaylor Stores Corporation. Incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-8 filed with the Securities and Exchange Commission on August 10, 1992 (Registration No. 33-50688).
4.2	By-Laws of AnnTaylor Stores Corporation. Incorporated by reference to Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended November 2, 1991 and filed on December 12, 1991 (Registration No. 33-28522).
5	Internal Revenue Service determination letter dated July 30, 1991 stating that the AnnTaylor, Inc. Savings Plan is qualified under Section 401 of the Internal Revenue Code.
23	Consent of Deloitte & Touche LLP

Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

- (1) to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.
- (2) that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act (and each filing of the Plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the General Corporation Law of the State of Delaware and the Restated Certificate of Incorporation of the Registrant, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on September 27, 1994.

AnnTaylor Stores Corporation

By: /s/ Paul E. Francis

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Paul E. Francis, Chief Financial Officer

By: /s/ Walter J. Parks

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Walter J. Parks,  
Principal Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated:

Signature	Title	Date
- -----  /s/ Sally Frame Kasaks - ----- Sally Frame Kasaks	Chairman of the Board, Chief Executive Officer, and Director	September 27, 1994
- -----  /s/ Paul E. Francis - ----- Paul E. Francis	Executive Vice President - Finance and Administration, Chief Financial Officer, Treasurer and Director	September 27, 1994
- -----  /s/ Gerald S. Armstrong - ----- Gerald S. Armstrong	Director	September 27, 1994
- -----  /s/ James J. Burke, Jr. - ----- James J. Burke, Jr.	Director	September 27, 1994
- -----  /s/ Robert C. Grayson - ----- Robert C. Grayson	Director	September 27, 1994
- -----  /s/ Rochelle B. Lazarus - ----- Rochelle B. Lazarus	Director	September 27, 1994
- -----  /s/ Hanne M. Merriman - ----- Hanne M. Merriman	Director	September 27, 1994

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Pursuant to the requirements of the Securities Act of 1933, the trustee has duly caused this registration statement to be signed on behalf of the Plan by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on September 27, 1994.

AnnTaylor, Inc. Savings Plan  
By: Fleet Bank, N.A., as Trustee

By: /s/ Charles J. Arntsen  
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Name: Charles J. Arntsen  
Title: Assistant Vice  
President

INTERNAL REVENUE SERVICE  
DEPARTMENT OF THE TREASURER  
DISTRICT DIRECTOR  
C.P.O. BOX 1680  
BROOKLYN, NY 11202

DATE: JULY 30, 1991

ANN TAYLOR INC.  
142 WEST 57TH STREET  
NEW YORK, NY 10019

Employer Identification Number:  
51-0297083

Folder Number:  
113007415

Person to Contact:  
PATRICIA LAPLANTE  
Contact Telephone Number  
(617)565-7771

Plan Name:  
ANNTAYLOR INC.  
SAVINGS PLAN  
Plan Number: 001

Dear Applicant:

We have made a favorable determination on your plan, identified above, based on the information supplied. Please keep this letter in your permanent records.

Continued qualification of the plan under its present form will depend on its effect in operation. (See section 11.401(b)(3) of the Income Tax Regulations). We will review the status of the plan in operation periodically.

The enclosed document explains the significance of this favorable determination letter, points out some features that may affect the qualified status of your employee retirement plan, and provides information on the reporting requirements for your plan. It also describes some events that automatically nullify it. It is very important that you read the publications.

This letter relates only to the status of your plan under the Internal Revenue Code. It is not a determination regarding the affect of other federal or local statutes.

This determination is subject to your adoption of the proposed amendments submitted in your letter dated July 18, 1991. The proposed amendments should be adopted on or before the date prescribed by the regulations under Code section 401(b).

This letter does not constitute a determination that your plan satisfies the requirements of section 401(a)(26) of the code.

We have sent a copy of this letter to your representative as indicated in the power of attorney.

If you have questions concerning this matter, please contact the person whose name and telephone number are shown above.

Sincerely yours,  
/s/ Eugene D. Alexander  
Eugene D. Alexander  
District Director

Enclosures:  
Publication 794  
PMBA 515

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of AnnTaylor Stores Corporation on Form S-8 of our report dated March 25, 1994, appearing in the Annual Report on Form 10-K of AnnTaylor Stores Corporation for the fiscal year ended January 29, 1994.

Deloitte & Touche LLP

New Haven, Connecticut  
September 27, 1994