

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

**FORM 15**

Certification and Notice of Termination of Registration under Section 12(g)  
of the Securities Exchange Act of 1934 or Suspension of Duty to File  
Reports Under Section 13 and 15(d) of the Securities Exchange Act of 1934.

Commission File Number 1-11980

ANNTAYLOR, INC.

(Exact name of registrant as specified in its charter)

142 West 57<sup>th</sup> Street  
New York, NY 10019  
(212) 541-3300

(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)

Convertible Subordinated Debenture due 2019

(Title of each class of Securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports  
under Section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to  
terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)	<input type="checkbox"/>	Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 12g-4(a)(1)(ii)	<input type="checkbox"/>	Rule 12h-3(b)(2)(i)	<input type="checkbox"/>
Rule 12g-4(a)(2)(i)	<input type="checkbox"/>	Rule 12h-3(b)(2)(ii)	<input type="checkbox"/>
Rule 12g-4(a)(2)(ii)	<input type="checkbox"/>	Rule 15d-6	<input type="checkbox"/>
Rule 12h-3(b)(1)(i)	<input checked="" type="checkbox"/>		

Approximate number of holders of record as of the certification or notice date: 1

Pursuant to the requirements of the Securities Exchange Act of 1934, AnnTaylor, Inc. has  
caused this certification/notice to be signed on its behalf by the undersigned duly authorized  
person.

Date: December 1, 2003

By: /s/ Barbara K. Eisenberg

Name: Barbara K. Eisenberg

Title: Senior Vice President