

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

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): May 12, 2004

ANNTAYLOR STORES CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

1-10738

(Commission File Number)

13-3499319

(I.R.S. Employer
Identification No.)

142 West 57th Street

New York, New York 10019

(Address, including Zip Code, of Registrant's Principal Executive Offices)

(212) 541-3300

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Names or Former Addresses, if Changed
Since Last Report)

ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

AnnTaylor Stores Corporation issued a Press Release, dated May 12, 2004. A copy of the Press Release is appended to this report as Exhibit 99.1 and is incorporated herein by reference.

The information included herein and in Exhibit 99.1 is being furnished under Item 12 and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall such information be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of the general incorporation language of such filing, except as shall be expressly set forth by specific reference in such filing.

SIGNATURES

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.

ANNTAYLOR STORES CORPORATION

Date: May 12, 2004

By: /s/ Barbara K. Eisenberg
Barbara K. Eisenberg
Senior Vice President,
General Counsel and Secretary

EXHIBIT INDEX

Exhibit No.	Description
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99.1	Press Release issued by AnnTaylor Stores Corporation on May 12, 2004.
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