**CONNS INC** Form 4 February 05, 2016

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Anchorage Capital Group, L.L.C.

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

(Last)

(Middle)

(Zip)

CONNS INC [CONN]

(Check all applicable)

(First)

3. Date of Earliest Transaction (Month/Day/Year)

Director Officer (give title \_ 10% Owner Other (specify

02/03/2016

6. Individual or Joint/Group Filing(Check

below)

Applicable Line)

Form filed by One Reporting Person X\_ Form filed by More than One Reporting

Person

610 BROADWAY, 6TH FLOOR

(Street)

(State)

4. If Amendment, Date Original Filed(Month/Day/Year)

NEW YORK, NY 10012

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
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(- 3)	(	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	-Derivative	irea, Disposea of, or Beneficially Ownea					
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securitie on Disposed of (Instr. 3, 4 a	f (D)	` ,	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$0.01 par value per share	02/03/2016		P	206,577	A	\$ 12.7174 (3)	3,827,234	I (1) (2)	By Anchorage Capital Master Offshore, Ltd.
Common Stock, \$0.01 par value per share	02/04/2016		P	98,305	A	\$ 13.3288 (4)	3,925,539	I (1) (2)	By Anchorage Capital Master Offshore, Ltd.

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Common Stock, \$0.01 par value per share	02/04/2016	P	193,419	A	\$ 14.2957 (5)	4,118,958	I (1) (2)	Anchorage Capital Master Offshore, Ltd.
Common Stock, \$0.01 par value per share	02/05/2016	P	400,000	A	\$ 14.4161 (6)	4,518,958	I (1) (2)	By Anchorage Capital Master Offshore, Ltd.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.		6. Date Exerc	cisable and	7. Tit	le and	8. Price of	•
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ctionNuml	ber	Expiration Da	ate	Amou	ınt of	Derivative	į
Security	or Exercise		any	Code	of		(Month/Day/	Year)	Unde	rlying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	B) Deriv	vative			Secur	rities	(Instr. 5)	i
	Derivative				Secui	rities			(Instr	. 3 and 4)		-
	Security				Acqu	iired						J
					(A) o	r						Į
					Dispo	osed						
					of (D	))						
					(Instr	r. 3,						
					4, and	d 5)						
										Amount		
										Amount		
							Date	Expiration	Title	or Number		
							Exercisable	Date	Titic	of		
				Code	V (A)	(D)				Shares		
				Code	v (A)	(D)				Silaies		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>FG</b> 0 0 1	Director	10% Owner	Officer	Other			
Anchorage Capital Group, L.L.C. 610 BROADWAY 6TH FLOOR NEW YORK, NY 10012		X					
Anchorage Advisors Management, LLC 610 BROADWAY 6TH FLOOR	X	X					

Reporting Owners 2

X

NEW YORK, NY 10012

Ulrich Kevin Michael 610 BROADWAY **6TH FLOOR** 

X X

NEW YORK, NY 10012

Anchorage Capital Master Offshore, Ltd

610 BROADWAY X **6TH FLOOR** 

NEW YORK, NY 10012

## **Signatures**

Anchorage Capital Group, L.L.C., By: /s/ Kevin M. Ulrich, Chief Executive Officer 02/05/2016 \*\*Signature of Reporting Person Date Anchorage Advisors Management, L.L.C., By: /s/ Kevin M. Ulrich, Senior Managing 02/05/2016 Member \*\*Signature of Reporting Person Date /s/ Kevin M. Ulrich 02/05/2016 \*\*Signature of Reporting Person Date

02/05/2016

Anchorage Capital Master Offshore, Ltd., By: /s/ Natalie Birrell, Director

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
  - Anchorage Advisors Management, L.L.C. is the sole managing member of Anchorage Capital Group, L.L.C. ("Anchorage"), the
- (1) investment advisor to Anchorage Offshore. Mr. Ulrich is the Chief Executive Officer of Anchorage and the senior managing member of Anchorage Advisors Management, L.L.C.
- Each reporting person disclaims beneficial ownership of the reported securities except to the extent, if any, of its or his pecuniary interest (2) therein, and this report shall not be deemed an admission that such reporting person is the beneficial owner of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
  - This price reflects the weighted average purchase price for open-market purchases of shares of Common Stock ("Shares") made by the Reporting Persons on February 3, 2016, within a \$1.00 range. The actual prices for these transactions range from \$12.31 to \$12.95,
- (3) inclusive. The Reporting Persons further undertake to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of Shares purchased at each separate price within the ranges set forth in footnotes (3) through (6) to this Form 4.
- This price reflects the weighted average purchase price for open-market purchases of Shares made by the Reporting Persons on February 4, 2016, within a \$1.00 range. The actual prices for these transactions range from \$12.87 to \$13.86, inclusive.
- This price reflects the weighted average purchase price for open-market purchases of Shares made by the Reporting Persons on February 4, 2016, within a \$1.00 range. The actual prices for these transactions range from \$13.87 to \$14.68, inclusive.
- This price reflects the weighted average purchase price for open-market purchases of Shares made by the Reporting Persons on February 5, 2016, within a \$1.00 range. The actual prices for these transactions range from \$13.89 to \$14.75, inclusive.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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