

Lipson Matthew A.
Form 4
January 18, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lipson Matthew A.

2. Issuer Name and Ticker or Trading Symbol
STAMPS.COM INC [STMP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1990 E. GRAND AVE.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/16/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Legal Officer/ Secretary

EL SEGUNDO, CA 90245

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/16/2018 | | M | | 11,826 | A | \$ 32.41 |
| Common Stock | 01/16/2018 | | S ⁽¹⁾ | | 700 | D | \$ 185.7 ⁽²⁾ |
| Common Stock | 01/16/2018 | | S ⁽¹⁾ | | 2,130 | D | \$ 187.13 ⁽³⁾ |
| Common Stock | 01/16/2018 | | S ⁽¹⁾ | | 2,302 | D | \$ 187.9804 ⁽⁴⁾ |
| Common Stock | 01/16/2018 | | S ⁽¹⁾ | | 1,359 | D | \$ 189.1107 |

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| | | | | | (5) | | |
|--------------|------------|------------------|-------|---|-------------|-------|---|
| Common Stock | 01/16/2018 | S ⁽¹⁾ | 2,435 | D | \$ 190.2413 | 4,831 | D |
| Common Stock | 01/16/2018 | S ⁽¹⁾ | 1,000 | D | \$ 191.185 | 3,831 | D |
| Common Stock | 01/16/2018 | S ⁽¹⁾ | 1,000 | D | \$ 192.515 | 2,831 | D |
| Common Stock | 01/16/2018 | S ⁽¹⁾ | 400 | D | \$ 192.9875 | 2,431 | D |
| Common Stock | 01/16/2018 | S ⁽¹⁾ | 500 | D | \$ 194.76 | 1,931 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Common Stock) | \$ 32.41 | 01/16/2018 | | M | 11,826 | 10/19/2014 | 09/19/2024 | Common Stock | 11,826 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lipson Matthew A. 1990 E. GRAND AVE. EL SEGUNDO, CA 90245 | | | Chief Legal Officer/ Secretary | |

Signatures

/s/ David M. Zlotchew, by Power of Attorney for Matthew A.
Lipson

01/18/2018

__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).
- (1) This sale was executed pursuant to a prearranged trading plan compliant with Rule 10b5-1.
This sale price reflects a weighted average of multiple prices ranging from \$185.45 to \$186.25. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
 - (2) This sale price reflects a weighted average of multiple prices ranging from \$186.55 to \$187.50. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
 - (3) This sale price reflects a weighted average of multiple prices ranging from \$187.60 to \$188.45. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
 - (4) This sale price reflects a weighted average of multiple prices ranging from \$188.65 to \$189.60. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
 - (5) This sale price reflects a weighted average of multiple prices ranging from \$189.80 to \$190.75. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
 - (6) This sale price reflects a weighted average of multiple prices ranging from \$190.95 to \$191.40. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
 - (7) This sale price reflects a weighted average of multiple prices ranging from \$191.95 to \$192.8250. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
 - (8) This sale price reflects a weighted average of multiple prices ranging from \$192.95 to \$193.00. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
 - (9) This sale price reflects a weighted average of multiple prices ranging from \$194.50 to \$195.00. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
 - (10) This sale price reflects a weighted average of multiple prices ranging from \$194.50 to \$195.00. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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