

Lipson Matthew A.
Form 4
February 20, 2018

FORM 4

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

OMB APPROVAL

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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)
02/15/2018

____ 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	(D)	Price
Common Stock	02/15/2018		M		10,000	A	\$ 58.25
Common Stock	02/15/2018		S ⁽¹⁾		1,500	D	\$ 185.21 ⁽²⁾
Common Stock	02/15/2018		S ⁽¹⁾		1,963	D	\$ 186.5298 ⁽³⁾
Common Stock	02/15/2018		S ⁽¹⁾		3,902	D	\$ 187.3893 ⁽⁴⁾
	02/15/2018		S ⁽¹⁾		1,000	D	

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Common Stock						\$ 188.575		
						<u>(5)</u>		
Common Stock	02/15/2018		S ⁽¹⁾	1,500	D	\$ 189.5333	2,066	D
						<u>(6)</u>		
Common Stock	02/15/2018		S ⁽¹⁾	135	D	\$ 190.3259	1,931	D
						<u>(7)</u>		

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

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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)	\$ 58.25	02/15/2018		M	10,000	04/02/2015 03/02/2025	Common Stock	10,000	

Reporting Owners

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

Signatures

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

02/20/2018

**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 \$185.00 to \$185.85. Full information regarding the number of

(2) shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.

This sale price reflects a weighted average of multiple prices ranging from \$186.00 to \$186.95. Full information regarding the number of

(3) shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.

This sale price reflects a weighted average of multiple prices ranging from \$187.00 to \$187.95. Full information regarding the number of

(4) shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.

This sale price reflects a weighted average of multiple prices ranging from \$188.00 to \$188.95. Full information regarding the number of

(5) shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.

This sale price reflects a weighted average of multiple prices ranging from \$189.10 to \$189.95. Full information regarding the number of

(6) shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.

This sale price reflects a weighted average of multiple prices ranging from \$190.30 to \$190.40. Full information regarding the number of

(7) 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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