

STAGE STORES INC  
Form 10-K/A  
May 25, 2018

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

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FORM 10-K/A  
(Amendment No. 1)  
(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended February 3, 2018

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 1-14035

Stage Stores, Inc.

(Exact Name of Registrant as Specified in Its Charter)

NEVADA

(State or Other Jurisdiction of Incorporation or Organization)

91-1826900

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

2425 WEST LOOP SOUTH, HOUSTON, TEXAS

(Address of Principal Executive Offices)

77027

(Zip Code)

Registrant's telephone number, including area code: (800) 579-2302

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class             | Name of each exchange on which registered |
|---------------------------------|---|
| Common Stock (\$0.01 par value) | New York Stock Exchange                   |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  
Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was

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required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 232.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):  
Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

As of July 28, 2017 (the last business day of the registrant's most recently completed second quarter), the aggregate market value of the voting and non-voting common stock of the registrant held by non-affiliates of the registrant was \$52,166,748 (based upon the closing price of the registrant's common stock as reported by the New York Stock Exchange on July 28, 2017).

As of March 23, 2018, there were 27,633,604 shares of the registrant's common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the definitive proxy statement relating to the registrant's Annual Meeting of Shareholders to be held on June 7, 2018, which will be filed within 120 days of the end of the registrant's fiscal year ended February 3, 2018 ("Proxy Statement"), are incorporated by reference into Part III of this Form 10-K to the extent described therein.

EXPLANATORY NOTE

Stage Stores, Inc. (“we,” “our” and “registrant”) is filing this Amendment No. 1 on Form 10-K/A (“Amendment No. 1”) to our Annual Report on Form 10-K for the fiscal year ended February 3, 2018 filed with the U.S. Securities and Exchange Commission (“SEC”) on April 10, 2018 (“Original Filing”) for the sole purpose of providing information required in Item 12 of Part III of the Original Filing. This Amendment No. 1 speaks as of the filing date of the Original Filing. Except as expressly stated herein, this Amendment No. 1 does not amend, update or change any other items or disclosure in the Original Filing or reflect events that have occurred subsequent to the filing date of the Original Filing.

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ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information regarding the security ownership of certain beneficial owners and management and related stockholder matters called for by this item is incorporated herein by reference to “Security Ownership of Certain Beneficial Owners and Management” in the Proxy Statement.

Equity Compensation Plan Information

The following table summarizes information as of February 3, 2018, relating to our equity compensation plans pursuant to which our common shares may be issued.

| Plan category   | Number of securities to be issued upon exercises of outstanding options, warrants and rights (a)<br>(1) | Weighted-average exercise price of outstanding options, warrants and rights (b) | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c) |
|---|---|---|---|
| Equity compensation plans approved by security holders:   |   |   |   |
| 2001 Equity Incentive Plan  | —   | —   | —   |
| 2008 Equity Incentive Plan  | 97,900  | (2)\$18.83  | —   |
| Stage Stores, Inc. Amended and Restated 2003 Non-Employee Director Equity Compensation Plan (3) | —   | —   | 225,000   |
| 2017 LTIP   | —   | —   | 923,542   |
| Equity compensation plans not approved by security holders                                      | —   | —   | —   |
| Total   | 97,900  | \$18.83   | 1,148,542   |

(1) Amounts in this column represent SARs outstanding under the 2008 Equity Incentive Plan. In addition, we had 42,685 shares of unvested restricted stock outstanding under the 2001 Equity Incentive Plan, 1,152,240 shares of unvested restricted stock outstanding under the 2008 Equity Incentive Plan and 442,112 shares of unvested restricted stock outstanding under the 2017 LTIP. We also had 1,843,412 unvested performance share units outstanding under the 2008 Equity Incentive Plan, which represents the maximum number of common shares that may be earned under the outstanding performance share unit awards.

(2) The weighted average remaining contractual life of outstanding SARs is 0.2 years.

(3) Shares granted under the Stage Stores, Inc. Amended and Restated 2003 Non-Employee Director Equity Compensation Plan are solely for non-employee directors who elect to receive their fees or retainers in restricted stock or deferred stock units in lieu of cash. We do not match or apply a premium to non-employee director compensation received in the form of equity.



ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)(3) The following documents are included as exhibits to this Amendment No. 1:

| Exhibit<br>Number | Description   |
|-------------------|---|
| 31.1*             | <u>Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 relating to the registrant's Amendment No. 1 to the Annual Report on Form 10-K/A for the year ended February 3, 2018.</u> |
| 31.2*             | <u>Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 relating to the registrant's Amendment No. 1 to the Annual Report on Form 10-K/A for the year ended February 3, 2018.</u> |

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\* Filed electronically herewith.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

STAGE STORES, INC.

Dated: May 25, 2018 /s/ Oded Shein

Oded Shein

Executive Vice President, Chief Financial Officer and Treasurer  
(Principal Financial Officer)