

CONNS INC
Form 4/A
July 17, 2015

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 *
Luxor Capital Group, LP

(Last) (First) (Middle)

1114 AVENUE OF THE AMERICAS, 29TH FLOOR

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CONNS INC [CONN]

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2015

4. If Amendment, Date Original Filed (Month/Day/Year)
06/04/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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

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, \$0.01 par value ⁽¹⁾ ₍₂₎ | 06/01/2015 | | S | 30,776 D \$ 36.39 ⁽⁸⁾ | 189,287 | I ⁽⁶⁾ | By Luxor Spectrum Offshore Master Fund LP |
| Common Stock, \$0.01 par value ⁽¹⁾ ₍₂₎ | 06/02/2015 | | S | 189,287 D \$ 38.4196 ⁽⁹⁾ | 0 | I ⁽⁶⁾ | By Luxor Spectrum Offshore Master Fund LP |
| Common Stock, | 06/01/2015 | | S | 27,953 D \$ 36.3901 | 223,528 | I ⁽⁴⁾ | By Separately |

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| | | | | | | | | | |
|---|------------|---|---------|---|-------------------|---------|-----------|--------------|---|
| \$0.01 par value <u>(1)</u> <u>(2)</u> | | | | | <u>(8)</u> | | | | Managed Account |
| Common Stock, \$0.01 par value <u>(1)</u> <u>(2)</u> | 06/02/2015 | S | 112,022 | D | \$ <u>(9)</u> | 38.4254 | 111,506 | I <u>(4)</u> | By Separately Managed Account |
| Common Stock, \$0.01 par value <u>(1)</u> <u>(2)</u> | 06/03/2015 | S | 2,439 | D | \$ <u>(10)</u> | 38.8432 | 109,067 | I <u>(4)</u> | By Separately Managed Account |
| Common Stock, \$0.01 par value <u>(1)</u> <u>(2)</u> | 06/02/2015 | S | 146,009 | D | \$ <u>(9)</u> | 38.4161 | 2,946,534 | I <u>(3)</u> | By Luxor Capital Partners, LP |
| Common Stock, \$0.01 par value <u>(1)</u> <u>(2)</u> | 06/03/2015 | S | 65,007 | D | \$ <u>(10)</u> | 38.8432 | 2,878,280 | I <u>(3)</u> | By Luxor Capital Partners, LP |
| Common Stock, \$0.01 par value <u>(1)</u> <u>(2)</u> | 06/02/2015 | S | 250,729 | D | \$ <u>(9)</u> | 38.4194 | 3,102,774 | I <u>(5)</u> | By Luxor Capital Partners Offshore Master Fund LP |
| Common Stock, \$0.01 par value <u>(1)</u> <u>(2)</u> | 06/03/2015 | S | 66,256 | D | \$ <u>(10)</u> | 38.8432 | 3,036,518 | I <u>(5)</u> | By Luxor Capital Partners Offshore Master Fund LP |
| Common Stock, \$0.01 par value <u>(1)</u> <u>(2)</u> | 06/02/2015 | S | 51,953 | D | \$ <u>(9)</u> | 38.4183 | 619,901 | I <u>(7)</u> | By Luxor Wavefront, LP |
| Common Stock, \$0.01 par value <u>(1)</u> <u>(2)</u> | 06/03/2015 | S | 12,965 | D | \$ <u>(10)</u> | 38.8432 | 606,936 | I <u>(7)</u> | By Luxor Wavefront, LP |

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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.

SEC 1474
(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Notional Principal Amount Derivative Agreement <u>(1) (2) (11) (12)</u> | <u>(11) (12)</u> | 06/02/2015 | | J/K | 303,988 | <u>(11)(12)</u> 07/20/2017 | Common Stock, \$0.01 par value | 0 |
| Notional Principal Amount Derivative Agreement <u>(1) (2) (11) (12)</u> | <u>(11) (12)</u> | 06/03/2015 | | J/K | 150,000 | <u>(11)(12)</u> 07/20/2017 | Common Stock, \$0.01 par value | 0 |
| Notional Principal Amount Derivative Agreement <u>(1) (2) (11) (12)</u> | <u>(11) (12)</u> | 06/02/2015 | | J/K | 4,296 | <u>(11)(12)</u> 09/30/2016 | Common Stock, \$0.01 par value | 0 |
| Notional Principal Amount Derivative Agreement <u>(1) (2) (11) (12)</u> | <u>(11) (12)</u> | 06/02/2015 | | J/K | 23,775 | <u>(11)(12)</u> 07/20/2017 | Common Stock, \$0.01 par value | 0 |
| | <u>(11) (12)</u> | 06/02/2015 | | J/K | 72,737 | <u>(11)(12)</u> 11/11/2015 | | 0 |

Notional
Principal
Amount
Derivative
Agreement
(1) (2) (11)
(12)

Common
Stock,
\$0.01 par
value

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Luxor Capital Group, LP 1114 AVENUE OF THE AMERICAS 29TH FLOOR NEW YORK, NY 10036 | | X | | |

Signatures

Norris Nissim, General Counsel for Luxor Management, LLC, General Partner of Luxor Capital Group, LP

07/17/2015

__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 Form 4 is filed jointly by Luxor Capital Group, LP ("Luxor Capital Group"), Luxor Capital Partners, LP ("Onshore Fund"), Luxor Capital Partners Offshore, Ltd. ("Offshore Feeder Fund"), Luxor Spectrum Offshore, Ltd. ("Spectrum Feeder Fund"), Luxor Wavefront, LP ("Wavefront Fund"), LCG Holdings, LLC ("LCG Holdings"), Luxor Management, LLC ("Luxor Management") and Christian Leone (collectively, the "Reporting Persons").

(2) Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that may be deemed to collectively beneficially own more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein.

(3) Shares owned directly by Onshore Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of Onshore Fund, may be deemed to beneficially own the shares of Common Stock owned directly by Onshore Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the shares of Common Stock owned directly by Onshore Fund.

(4) Shares held in an account separately managed by Luxor Capital Group (the "Separately Managed Account"). Luxor Capital Group, as the investment manager of the Separately Managed Account, may be deemed to beneficially own the shares of Common Stock held in the Separately Managed Account. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of Luxor Management, may be deemed to beneficially own the shares of Common Stock held in the Separately Managed Account.

(5) Shares owned directly by Luxor Capital Partners Offshore Master Fund, LP ("Offshore Master Fund"). Offshore Feeder Fund, as the owner of a controlling interest in Offshore Master Fund, may be deemed to beneficially own the shares of Common Stock owned directly by Offshore Master Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of Offshore Master Fund, may be deemed to beneficially own the shares of Common Stock owned directly by Offshore Master Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the shares of Common Stock owned directly by Offshore Master Fund.

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Shares owned directly by Luxor Spectrum Offshore Master Fund, LP ("Spectrum Master Fund"). Spectrum Feeder Fund, as the owner of a controlling interest in Spectrum Master Fund, may be deemed to beneficially own the shares of Common Stock owned directly by Spectrum Master Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of Spectrum Master Fund, may be deemed to beneficially own the shares of Common Stock owned directly by Spectrum Master Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the shares of Common Stock owned directly by Spectrum Master Fund.

Shares owned directly by Wavefront Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of Wavefront Fund, may be deemed to beneficially own the shares of Common Stock owned directly by

- (7) Wavefront Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the shares of Common Stock owned directly by Wavefront Fund.

- (8) Reflects transactions executed in multiple trades at prices ranging from \$36.1063 to \$36.7400. The price reported reflects the weighted average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which such transactions were effected.

- (9) Reflects transactions executed in multiple trades at prices ranging from \$37.5332 to \$38.7959. The price reported reflects the weighted average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which such transactions were effected.

- (10) Reflects transactions executed in multiple trades at prices ranging from \$38.8113 to \$39.0325. The price reported reflects the weighted average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which such transactions were effected.

- (11) Notional principal amount derivative agreement (the "Derivative Agreement") in the form of cash settled swaps entered into by each of the Onshore Fund, the Wavefront Fund, the Offshore Master Fund, the Spectrum Master Fund and the Separately Managed Account at strike prices ranging from 30.0271 to 43.6461. The Derivative Agreements provide the Onshore Fund, the Wavefront Fund, the Offshore Master Fund, the Spectrum Master Fund and the Separately Managed Account with economic results that are comparable to the economic results of ownership payable on each settlement date applicable to the expiration or earlier termination of such Derivative Agreement, but do not provide them with the power to vote or direct the voting or dispose of or direct the disposition of the shares of Common Stock that are the subject of the Derivative Agreements (such shares, the "Subject Shares").

- (12) Each of the Onshore Fund, the Wavefront Fund, the Offshore Master Fund, the Spectrum Master Fund and the Separately Managed Account disclaim beneficial ownership in the Subject Shares. The counterparties to the Derivative Agreements are unaffiliated third party financial institutions.

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.