

STAMPS.COM INC  
Form 4  
March 27, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**WEISBERG SETH**

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

EL SEGUNDO, CA 90245

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
03/25/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 03/25/2015                           |                                                    | M                              | V                                                                 | 29,700                                                                                        | A                                                        | \$ 12.55 41,386 D                                     |
| Common Stock                    | 03/25/2015                           |                                                    | S <sup>(1)</sup>               |                                                                   | 29,700                                                                                        | D                                                        | \$ 67.99 11,686 D                                     |
| Common Stock                    | 03/26/2015                           |                                                    | M                              |                                                                   | 300                                                                                           | A                                                        | \$ 12.55 11,986 D                                     |
| Common Stock                    | 03/26/2015                           |                                                    | S <sup>(1)</sup>               |                                                                   | 300                                                                                           | D                                                        | \$ 68.01 11,686 D                                     |

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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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Stock Option                               | \$ 12.55                                               | 03/25/2015                           |                                                    | M                              | 29,700                                                                                  | 05/20/2011 05/20/2021                                    | Common                                                        | 29,700                     |
| Stock Option                               | \$ 12.55                                               | 03/26/2015                           |                                                    | M                              | 300                                                                                     | 05/20/2011 05/20/2021                                    | Common                                                        | 300                        |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                     |           |
|-------------------------------------------------------------|---------------|-----------|---------------------|-----------|
|                                                             | Director      | 10% Owner | Officer             | Other     |
| WEISBERG SETH<br>1990 E. GRAND AVE.<br>EL SEGUNDO, CA 90245 |               |           | Chief Legal Officer | Secretary |

## Signatures

/s/ Matthew A. Lipson, by Power of Attorney for Seth Weisberg 03/27/2015

\_\_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 sale was executed pursuant to a prearranged trading plan compliant with Rule 10b5-1.
- (2) This sale price reflects a weighted average price ranging from \$64.1100 to \$69.6800
- (3) This sale price reflects a weighted average price ranging from \$68.0000 to \$68.0300

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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