

Lipson Matthew A.
Form 3
January 18, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Lipson Matthew A. | | (Month/Day/Year) | STAMPS.COM INC [STMP] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 1990 E. GRAND AVE. | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Legal Officer/ Secretary | |
| EL SEGUNDO,Â CAÂ 90245 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 1,931 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|-----------------------------|---------------------------|------------|--------------|--------|----------|-------------------|---|
| Stock Option (Common Stock) | 10/19/2014 ⁽¹⁾ | 09/19/2024 | Common Stock | 11,826 | \$ 32.41 | D | Â |
| Stock Option (Common Stock) | 10/19/2015 ⁽¹⁾ | 09/19/2024 | Common Stock | 4,174 | \$ 32.41 | D | Â |
| Stock Option (Common Stock) | 04/02/2015 ⁽²⁾ | 03/02/2025 | Common Stock | 25,000 | \$ 58.25 | D | Â |
| Stock Option (Common Stock) | 09/01/2017 ⁽³⁾ | 04/25/2027 | Common Stock | 70,000 | \$ 112 | D | Â |

Reporting Owners

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

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 5(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 option had fully vested prior to the date of this Form 3.
- (2) This option had vested with respect to all but 1,390 shares prior to the date of this Form 3. The option will vest with respect to the remaining shares in two equal installments on February 2, 2018 and March 2, 2018.
- (3) This option vests in 36 approximately equal monthly installments. The first vesting date was September 1, 2017.

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.