

Lipson Matthew A.
Form 4
April 18, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lipson Matthew A.

(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)
04/16/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Chief Legal Officer/ Secretary

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)
Common Stock	04/16/2018		M	5,000	A \$ 58.25	6,931	D
Common Stock	04/16/2018		M	4,174	A \$ 32.41	11,105	D
Common Stock	04/16/2018		S ⁽¹⁾	1,320	D \$ 201.7614	9,785	D
Common Stock	04/16/2018		S ⁽¹⁾	2,737	D \$ 202.869	7,048	D
Common Stock	04/16/2018		S ⁽¹⁾	500	D \$ 203.86	6,548	D

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Common Stock	04/16/2018	S ⁽¹⁾	1,317	D	\$ 205.2235 (5)	5,231	D
Common Stock	04/16/2018	S ⁽¹⁾	1,600	D	\$ 205.9344 (6)	3,631	D
Common Stock	04/16/2018	S ⁽¹⁾	1,200	D	\$ 206.925 (7)	2,431	D
Common Stock	04/16/2018	S ⁽¹⁾	500	D	\$ 207.74 (8)	1,931	D

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	04/16/2018		M		5,000		04/02/2015	03/02/2025	Common Stock	5,000
Stock Option (Common Stock)	\$ 32.41	04/16/2018		M		4,174		10/19/2015	09/19/2024	Common Stock	4,174

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	Chief Legal Officer/ Secretary

Lipson Matthew A.
1990 E. GRAND AVE.
EL SEGUNDO, CA 90245

Signatures

/s/ David M Zlotchew,
Attorney-in-Fact

04/18/2018

__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 sales price reflects a weighted average of multiple prices ranging from \$201.50 to \$202.45. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.

(3) This sales price reflects a weighted average of multiple prices ranging from \$202.50 to \$203.40. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.

(4) This sales price reflects a weighted average of multiple prices ranging from \$203.45 to \$204.35. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.

(5) This sales price reflects a weighted average of multiple prices ranging from \$204.60 to \$205.55. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.

(6) This sales price reflects a weighted average of multiple prices ranging from \$205.60 to \$206.50. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.

(7) This sales price reflects a weighted average of multiple prices ranging from \$206.60 to \$207.50. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.

(8) This sales price reflects a weighted average of multiple prices ranging from \$207.60 to \$207.85. Full information regarding the number of 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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