

CONNS INC

Form 4

February 10, 2016

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 *
Anchorage Capital Group, L.L.C.

(Last) (First) (Middle)

610 BROADWAY, 6TH FLOOR

(Street)

NEW YORK, NY 10012

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CONNS INC [CONN]

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

02/08/2016

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

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)
____ Form filed by One Reporting Person
____X____ 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 per share | 02/08/2016 | | P | | 35,000 | A \$ 13.1895 (3) | 4,553,958 | I (1) (2) |
| | | | | | | | | By Anchorage Capital Master Offshore, Ltd. |

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
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SEC 1474
(9-02)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10) |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Anchorage Capital Group, L.L.C. 610 BROADWAY 6TH FLOOR NEW YORK, NY 10012 | | X | | |
| Ulrich Kevin Michael 610 BROADWAY 6TH FLOOR NEW YORK, NY 10012 | X | X | | |
| Anchorage Capital Master Offshore, Ltd 610 BROADWAY 6TH FLOOR NEW YORK, NY 10012 | X | X | | |
| Anchorage Advisors Management, LLC 610 BROADWAY 6TH FLOOR NEW YORK, NY 10012 | X | X | | |

Signatures

| | |
|--|------------|
| Anchorage Capital Group, L.L.C., By: /s/ Kevin M. Ulrich, Chief Executive Officer | 02/10/2016 |
| **Signature of Reporting Person | Date |
| Anchorage Advisors Management, L.L.C., By: /s/ Kevin M. Ulrich, Senior Managing Member | 02/10/2016 |
| **Signature of Reporting Person | Date |
| /s/ Kevin M. Ulrich | 02/10/2016 |

__Signature of Reporting Person

Date

Anchorage Capital Master Offshore, Ltd., By: /s/ Natalie Birrell, Director

02/10/2016

__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).

Anchorage Advisors Management, L.L.C. is the sole managing member of Anchorage Capital Group, L.L.C. ("Anchorage"), the
(1) investment advisor to Anchorage Offshore. Mr. Ulrich is the Chief Executive Officer of Anchorage and the senior managing member of Anchorage Advisors Management, L.L.C.

Each reporting person disclaims beneficial ownership of the reported securities except to the extent, if any, of its or his pecuniary interest
(2) therein, and this report shall not be deemed an admission that such reporting person is the beneficial owner of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

This price reflects the weighted average purchase price for open-market purchases of shares of Common Stock ("Shares") made by the Reporting Persons on February 8, 2016, within a \$1.00 range. The actual prices for these transactions range from \$12.965 to \$13.88,
(3) inclusive. The Reporting Persons further undertake to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnote (3) to this Form 4.

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.