STAGE STORES INC

Form 4 June 26, 2017

FORM 4

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

OMB APPROVAL

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: 3235-0287 Expires: January 31,

0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

HP OF Estimated average burden hours per

response...

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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| Name and Address of Reporting Perso GLAZER MICHAEL L | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--|---|--|--|--|--|
| (Last) (First) (Middle | STAGE STORES INC [SSI] 3. Date of Earliest Transaction | (Check all applicable) | | | |
| 2425 WEST LOOP SOUTH | (Month/Day/Year) 06/23/2017 | _X Director 10% Owner Symbol Owner Officer (give title Other (specify below) President & CEO | | | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) | | | |
| HOUSTON, TX 77027 | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| (City) (State) (Zip) | Table I Non Designative Securities A | aguired Disposed of an Popolicially Owner | | | |

| (City) | (State) | Tabl | le I - Non-I | Derivative | Secu | rities Acqu | ired, Disposed of | , or Beneficiall | y Owned |
|---------------------|---|-------------------------|-----------------|------------------|-----------|-----------------|--|----------------------------------|---------------------------------------|
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | Execution Date, if | | 4. Securi | ispose | ed of (D) | 5. Amount of Securities | 6. Ownership | 7. Nature of Indirect |
| (Instr. 3) | | any (Month/Day/Year) | Code (Instr. 8) | (Instr. 3, | 4 and | . 3) | Beneficially Owned Following | Form: Direct (D) or Indirect (I) | Beneficial Ownership (Instr. 4) |
| | | | | | (A) or | | Reported Transaction(s) (Instr. 2 and 4) | (Instr. 4) | |
| Common Stock | 06/23/2017 | | Code V A | Amount 1,723 (1) | (D) | Price \$ 2.2561 | (Instr. 3 and 4) 1,042,938 | D | |

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)

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| 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. Transacti Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, | | ate | 7. Titl Amou Under Securi (Instr. | nt of lying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---------------------------------------|--|-------------|------------|---|------------------------|--|---|
| | | | | | 4, and 5) | Date | Expiration | | Amount | | |
| | | | | Code V | (A) (D) | Exercisable | Date | Title | Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---|---------------|-----------|-----------------|-------|--|--|--|--|
| toporting of their runner, reducess | Director | 10% Owner | Officer | Other | | | | |
| GLAZER MICHAEL L 2425 WEST LOOP SOUTH HOUSTON, TX 77027 | X | | President & CEO | | | | | |

Signatures

/s/ R. E. Stasyszen, Attorney in Fact for Michael L. 06/26/2017 Glazer

> **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) These shares were acquired pursuant to the Stage Stores, Inc. Nonqualified Deferred Compensation Plan.

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.

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