## STAGE STORES INC

Form 4 March 28, 2017

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Shein Oded			2. Issuer Name and Ticker or Trading Symbol STAGE STORES INC [SSI]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
2425 WEST LOOP SOUTH			03/24/2017	X_ Officer (give title Other (spe below) below) EVP, Chief Financial Officer			
(Street)			4. If Amendment, Date Original 6. Individual or Joint/Group F				
HOUSTON, T	X 77027		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (Z	Zip) Table	I - Non-D	erivative (	Securi	ties Acq	uired, Disposed o	of, or Beneficial	ly 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. Securion(A) or D (D) (Instr. 3,	ispose	d of	5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	03/24/2017		F	2,828	D	\$ 1.98	102,024	D	
Common Stock	03/26/2017		F	653	D	\$ 1.98	101,371	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transac Code (Instr. 8			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)		
				Code '	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar
Restricted Stock Unit	<u>(1)</u>	03/28/2017		A		75,000		(2)	(2)	Common Stock	75,00
Stock Appreciation Rights	\$ 16.31							<u>(3)</u>	01/10/2018	Common Stock	15,00

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Shein Oded

2425 WEST LOOP SOUTH HOUSTON, TX 77027 EVP, Chief Financial Officer

# **Signatures**

/s/ R.E. Stasyszen, Attorney in Fact for Oded Shein

03/28/2017

\*\*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).
- Each restricted stock unit (RSU) represents the right to receive, at settlement, cash equal to the fair market value of one share of the

  (1) Issuer's common stock on the vesting date. Upon vesting, each cash settlement shall not exceed five times the per share fair market value of the Issuer's common stock on the grant date multiplied by the number of RSUs vesting.
- (2) The restricted stock units vest 25% per year on the first four anniversary dates from the date of grant.
- (3) Of the 15,000 Stock Appreciation Rights benefically owned, 7,500 each became exercisable on January 10, 2014 and January 10, 2015, respectively.

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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