

CONNS INC

Form 4

September 26, 2014

**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 \*  
Luxor Capital Group, LP

(Last) (First) (Middle)

1114 AVENUE OF THE  
AMERICAS, 29TH FLOOR

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

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

CONNS INC [CONN]

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

09/24/2014

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)
Common Stock, \$.01 par value <sup>(1)</sup> <u>(2)</u>	09/26/2014		P	4,850 A \$ 28.5054	2,196,691	I <sup>(3)</sup>	By Luxor Capital Partners, LP
Common Stock, \$.01 par value <sup>(1)</sup> <u>(2)</u>	09/26/2014		P	3,544 A \$ 28.3051	2,200,235	I <sup>(3)</sup>	By Luxor Capital Partners, LP
Common Stock,	09/26/2014		P	1,055 A \$ 28.5561	2,201,290	I <sup>(3)</sup>	By Luxor Capital

Common Stock, \$0.01 par value <sup>(1)</sup> <sub>(2)</sub>	09/26/2014	P	15,240	A	\$ 28.7365	2,216,530	I <sup>(3)</sup> <sub>(2)</sub>	By Luxor Capital Partners, LP
Common Stock, \$0.01 par value <sup>(1)</sup> <sub>(2)</sub>	09/26/2014	P	855	A	\$ 28.2612	2,217,385	I <sup>(3)</sup> <sub>(2)</sub>	By Luxor Capital Partners, LP
Common Stock, \$0.01 par value <sup>(1)</sup> <sub>(2)</sub>	09/26/2014	P	59,350	A	\$ 28.6243	2,276,735	I <sup>(3)</sup> <sub>(2)</sub>	By Luxor Capital Partners, LP
Common Stock, \$0.01 par value <sup>(1)</sup> <sub>(2)</sub>	09/26/2014	P	527	A	\$ 28.2309	2,277,262	I <sup>(3)</sup> <sub>(2)</sub>	By Luxor Capital Partners, LP
Common Stock, \$0.01 par value <sup>(1)</sup> <sub>(2)</sub>	09/26/2014	P	113	A	\$ 28.185	2,277,375	I <sup>(3)</sup> <sub>(2)</sub>	By Luxor Capital Partners, LP
Common Stock, \$0.01 par value <sup>(1)</sup> <sub>(2)</sub>	09/25/2014	P	949	A	\$ 27.725	180,874	I <sup>(4)</sup> <sub>(2)</sub>	By Separately Managed Account
Common Stock, \$0.01 par value <sup>(1)</sup> <sub>(2)</sub>	09/26/2014	P	10	A	\$ 28.035	180,884	I <sup>(4)</sup> <sub>(2)</sub>	By Separately Managed Account
Common Stock, \$0.01 par value <sup>(1)</sup> <sub>(2)</sub>	09/26/2014	P	450	A	\$ 28.5054	181,334	I <sup>(4)</sup> <sub>(2)</sub>	By Separately Managed Account
Common Stock, \$0.01 par	09/26/2014	P	329	A	\$ 28.3051	181,663	I <sup>(4)</sup> <sub>(2)</sub>	By Separately Managed

value <sup>(1)</sup> <u>(2)</u>								Account
Common Stock, \$.01 par value <sup>(1)</sup> <u>(2)</u>	09/26/2014	P	98	A	\$ 28.5561	181,761	I <sup>(4)</sup> <u></u>	By Separately Managed Account
Common Stock, \$.01 par value <sup>(1)</sup> <u>(2)</u>	09/26/2014	P	1,415	A	\$ 28.7365	183,176	I <sup>(4)</sup> <u></u>	By Separately Managed Account
Common Stock, \$.01 par value <sup>(1)</sup> <u>(2)</u>	09/26/2014	P	79	A	\$ 28.2612	183,255	I <sup>(4)</sup> <u></u>	By Separately Managed Account
Common Stock, \$.01 par value <sup>(1)</sup> <u>(2)</u>	09/26/2014	P	5,513	A	\$ 28.6243	188,768	I <sup>(4)</sup> <u></u>	By Separately Managed Account
Common Stock, \$.01 par value <sup>(1)</sup> <u>(2)</u>	09/26/2014	P	51	A	\$ 28.2309	188,819	I <sup>(4)</sup> <u></u>	By Separately Managed Account
Common Stock, \$.01 par value <sup>(1)</sup> <u>(2)</u>	09/26/2014	P	12	A	\$ 28.185	188,831	I <sup>(4)</sup> <u></u>	By Separately Managed Account
Common Stock, \$.01 par value <sup>(1)</sup> <u>(2)</u>	09/25/2014	P	80,699	A	\$ 27.9992	2,386,702	I <sup>(5)</sup> <u></u>	By Luxor Capital Partners Offshore Master Fund, LP
Common Stock, \$.01 par value <sup>(1)</sup> <u>(2)</u>	09/25/2014	P	7,148	A	\$ 27.725	2,393,850	I <sup>(5)</sup> <u></u>	By Luxor Capital Partners Offshore Master Fund, LP
Common Stock,	09/25/2014	P	7,904	A	\$ 27.9992	157,472	I <sup>(6)</sup> <u></u>	By Luxor Spectrum

\$.01 par value <sup>(1)</sup> <u>(2)</u>									Offshore Master Fund, LP
Common Stock, \$.01 par value <sup>(1)</sup> <u>(2)</u>									By Luxor Spectrum Offshore Master Fund, LP
09/25/2014	P	700	A	\$ 27.725	158,172	I <sup>(6)</sup>			
09/24/2014	P	6	A	\$ 27.57	453,039	I <sup>(7)</sup>			By Luxor Wavefront, LP

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				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
Luxor Capital Group, LP 1114 AVENUE OF THE AMERICAS 29TH FLOOR NEW YORK, NY 10036	X
	X

LUXOR CAPITAL PARTNERS OFFSHORE LTD  
C/O M&C CORPORATE SVCS LTD  
PO BOX 309 GT UGLAND HOUSE  
GEORGE TOWN, E9 00000

Luxor Capital Partners, LP  
1114 AVENUE OF THE AMERICAS  
29TH FLOOR  
NEW YORK, NY 10036

X

Luxor Wavefront, LP  
1114 AVENUE OF THE AMERICAS  
29TH FLOOR  
NEW YORK, NY 10036

X

LUXOR SPECTRUM OFFSHORE LTD  
C/O MAPLES CORPORATE SERVICES LTD  
P.O. BOX 309 GT  
GEORGE TOWN, E9 KY1-1104

X

LCG HOLDINGS LLC  
1114 AVENUE OF THE AMERICAS  
29TH FLOOR  
NEW YORK, NY 10036

X

## Signatures

/s/ Norris Nissim, as General Counsel of Luxor Management, LLC, General Partner of Luxor Capital Group, LP

09/26/2014

\_\_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 Form 4 is filed jointly by Luxor Capital Group, LP ("Luxor Capital Group"), Luxor Capital Partners, LP ("Onshore Fund"), Luxor Capital Partners Offshore, Ltd. ("Offshore Feeder Fund"), Luxor Spectrum Offshore, Ltd. ("Spectrum Feeder Fund"), Luxor Wavefront, LP ("Wavefront Fund"), LCG Holdings, LLC ("LCG Holdings"), Luxor Management, LLC ("Luxor Management") and Christian Leone (collectively, the "Reporting Persons").

(2) Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that may be deemed to collectively beneficially own more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his or its pecuniary interest therein.

(3) Shares owned directly by Onshore Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of Onshore Fund, may be deemed to beneficially own the shares of Common Stock owned directly by Onshore Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the shares of Common Stock owned directly by Onshore Fund.

(4) Shares held in an account separately managed by Luxor Capital Group (the "Separately Managed Account"). Luxor Capital Group, as the investment manager of the Separately Managed Account, may be deemed to beneficially own the shares of Common Stock held in the Separately Managed Account. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of Luxor Management, may be deemed to beneficially own the shares of Common Stock held in the Separately Managed Account.

(5) Shares owned directly by Luxor Capital Partners Offshore Master Fund, LP ("Offshore Master Fund"). Offshore Feeder Fund, as the owner of a controlling interest in Offshore Master Fund, may be deemed to beneficially own the shares of Common Stock owned directly by Offshore Master Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of Offshore Master Fund, may be deemed to beneficially own the shares of Common Stock owned directly by Offshore Master Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG

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Holdings and Luxor Management, may be deemed to beneficially own the shares of Common Stock owned directly by Offshore Master Fund.

Shares owned directly by Luxor Spectrum Offshore Master Fund, LP ("Spectrum Master Fund"). Spectrum Feeder Fund, as the owner of a controlling interest in Spectrum Master Fund, may be deemed to beneficially own the shares of Common Stock owned directly by Spectrum Master Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of

- (6) Spectrum Master Fund, may be deemed to beneficially own the shares of Common Stock owned directly by Spectrum Master Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the shares of Common Stock owned directly by Spectrum Master Fund.

Shares owned directly by Wavefront Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of Wavefront Fund, may be deemed to beneficially own the shares of Common Stock owned directly by

- (7) Wavefront Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the shares of Common Stock owned directly by Wavefront Fund.

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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