

Costa Jennifer E
Form 4
March 29, 2019

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 *
Costa Jennifer E

(Last) (First) (Middle)

2425 WEST LOOP SOUTH

(Street)

HOUSTON, TX 77027

(City) (State) (Zip)

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

STAGE STORES INC [SSI]

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

03/27/2019

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)

SVP, General Counsel

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 Ownership (Instr. 4)
Common Stock	03/27/2019		M ⁽¹⁾	6,875 A \$ 0	12,561	D	
Common Stock	03/27/2019		D ⁽¹⁾	6,875 D \$ 0.95	5,686	D	

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

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information contained in this form are not
required to respond unless the form
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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 or Value of Underlying Securities (Instr. 3 and 4)
2018 Restricted Stock Unit	(2)	03/27/2019		M ⁽¹⁾	6,875	(3) (3)	Common Stock	6,875 ⁽⁴⁾
-								
3/27/2018								

Reporting Owners

Reporting Owner Name / Address	Relationships
Costa Jennifer E 2425 WEST LOOP SOUTH HOUSTON, TX 77027	Director 10% Owner Officer Other SVP, General Counsel

Signatures

/s/ R. E. Stasyszen, Attorney in Fact for Jennifer E. Costa 03/29/2019

**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) Represents the vesting and cash settlement of restricted stock units ("RSU") in accordance with the terms of the award agreement granted on March 27, 2018.
- (2) Each restricted stock unit (RSU) represents the right to receive, at settlement, cash equal to the fair market value of one share of the 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.
- (3) The RSUs vest 25% per year on the first four anniversary dates from the grant date of March 27, 2018.
- (4) Represents the portion of the cash-settled RSUs granted on March 27, 2018 that vested on March 27, 2019.

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.