

REYNOLDS CHADWICK P

Form 4

March 29, 2018

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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 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

(Print or Type Responses)

 1. Name and Address of Reporting Person *
REYNOLDS CHADWICK P

(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)

03/27/2018

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

 5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

EVP, CLO and Secretary

 6. Individual or Joint/Group Filing(Check
 Applicable Line)
☒ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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 SEC 1474
 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2018 Restricted Stock Unit	(1)	03/27/2018		A			75,000		(2)	(2)	Common Stock	75,000
- 3/27/2018												
2017 Restricted Stock Unit	(1)	03/28/2018		M			15,000		(3)	(3)	Common Stock	15,000 (4)
- 3/28/2017												

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

REYNOLDS CHADWICK P
2425 WEST LOOP SOUTH
HOUSTON, TX 77027

EVP, CLO and Secretary

Signatures

/s/ R.E. Stasyszen, Attorney in Fact for Chadwick P.
Reynolds

03/29/2018

**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 RSUs vest 25% per year on the first four anniversary dates from the grant date of March 27, 2018.
- (3) The RSUs vest 25% per year on the first four anniversary dates from the grant date of March 28, 2017.
- (4) Represents the portion of the cash-settled RSUs granted on March 28, 2017 that vested on March 28, 2018. Vested RSUs are to be settled within 30 days after the vesting date.

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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