

CONNS INC

Form SC 13D/A

June 07, 2016

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

(RULE 13D - 101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13d-1(a) AND AMENDMENTS  
THERE TO FILED PURSUANT TO 13d-2(a)

(Amendment No. 5)\*

Conn's, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

208242107

(CUSIP Number)

Jamie Nash, Esq.

Kleinberg, Kaplan, Wolff & Cohen, P.C.

551 Fifth Avenue, New York, New York 10176

Tel: (212) 986-6000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 3, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [X].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Luxor Capital Partners, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

1,319,324

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

1,319,324

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,319,324

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.3%

14. TYPE OF REPORTING PERSON

PN

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Luxor Wavefront, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

353,234

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

353,234

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

353,234

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.2%

14. TYPE OF REPORTING PERSON

PN

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Luxor Capital Partners Offshore Master Fund, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

1,379,079

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

1,379,079

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,379,079

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.5%

14. TYPE OF REPORTING PERSON

PN

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Luxor Capital Partners Offshore, Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

1,379,079

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

1,379,079

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,379,079

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)



4.5%

14. TYPE OF REPORTING PERSON

CO

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Thebes Offshore Master Fund, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

14,900

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

14,900

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,900

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14. TYPE OF REPORTING PERSON

PN

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Thebes Partners Offshore, Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

14,900

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

14,900

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,900

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1%

14. TYPE OF REPORTING PERSON

CO

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

LCG Holdings, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

3,066,537

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

3,066,537

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,066,537

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.99%

14. TYPE OF REPORTING PERSON

OO

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Luxor Capital Group, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF, OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

3,066,537

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

3,066,537

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,066,537

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)



9.99%

14. TYPE OF REPORTING PERSON

PN

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Luxor Management, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

3,066,537

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

3,066,537

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,066,537

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.99%

14. TYPE OF REPORTING PERSON

OO

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1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Christian Leone

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

3,066,537

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

3,066,537

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,066,537

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.99%

14. TYPE OF REPORTING PERSON

IN

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The following constitutes Amendment No. 5 to the Schedule 13D filed by the undersigned ("Amendment No. 5"). This Amendment No. 5 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

A total of approximately \$93,075,861 was paid to acquire the securities reported as beneficially owned by the Onshore Fund, the Wavefront Fund and the Offshore Master Fund. The funds used to purchase these securities were obtained from the general working capital of the Onshore Fund, the Wavefront Fund and the Offshore Master Fund and margin account borrowings made in the ordinary course of business, although the Reporting Persons cannot determine whether any funds allocated to purchase such securities were obtained from any margin account borrowings. The shares of Common Stock acquired by the Thebes Master Fund were acquired as part of a contribution in kind.

Item 5. Interest in Securities of the Issuer.

Item 5(a) is hereby amended and restated to read as follows:

(a) The aggregate percentage of shares of Common Stock reported owned by each person named herein is based upon 30,698,177 shares of Common Stock outstanding as of May 26, 2016, which is the total number of shares of Common Stock outstanding as reported in the Issuer's Quarterly Report filed on Form 10-Q with the Securities and Exchange Commission on June 2, 2016.

As of the date hereof, the Onshore Fund may be deemed to have beneficially owned 1,319,324 shares of Common Stock, the Offshore Master Fund may be deemed to have beneficially owned 1,379,079 shares of Common Stock, the Wavefront Fund may be deemed to have beneficially owned 353,234 shares of Common Stock, and the Thebes Master Fund may be deemed to have beneficially owned 14,900 shares of Common Stock, constituting approximately 4.3%, 4.5%, 1.2% and less than 1%, respectively, of the outstanding shares of Common Stock.

The Offshore Feeder Fund, as the owner of a controlling interest in the Offshore Master Fund, may be deemed to have beneficially owned the 1,379,079 shares of Common Stock beneficially owned by the Offshore Master Fund, constituting approximately 4.5% of the outstanding shares of Common Stock. The Thebes Feeder Fund, as the owner of a controlling interest in the Thebes Master Fund, may be deemed to have beneficially owned the 14,900 shares of Common Stock owned directly by the Thebes Master Fund, constituting less than 1% of the shares of Common Stock outstanding.

LCG Holdings, as the general partner of the Onshore Fund, the Wavefront Fund, the Offshore Master Fund and the Thebes Master Fund, may be deemed to have beneficially owned the 3,066,537 shares of Common Stock beneficially owned in the aggregate by the Onshore Fund, the Wavefront Fund, the Offshore Master Fund and the Thebes Master Fund, constituting approximately 9.99% of the outstanding shares of Common Stock.

Luxor Capital Group, as the investment manager of the Luxor Funds, may be deemed to have beneficially owned the 3,066,537 shares of Common Stock owned in the aggregate by the Luxor Funds, constituting approximately 9.99% of the outstanding shares of Common Stock.

Luxor Management, as the general partner of Luxor Capital Group, may be deemed to have beneficially owned the 3,066,537 shares of Common Stock beneficially owned by Luxor Capital Group, constituting approximately 9.99% of the outstanding shares of Common Stock.

Mr. Leone, as the managing member of Luxor Management, may be deemed to have beneficially owned the 3,066,537 shares of Common Stock beneficially owned by Luxor Management, constituting approximately 9.99% of the outstanding shares of Common Stock.

Item 5(c) is hereby amended to add the following:

(c) The transactions effected by the Reporting Persons during the past 60 days are set forth on Schedule A attached hereto.

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SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: June 6, 2016

LUXOR CAPITAL  
PARTNERS, LP

By: LCG Holdings, LLC  
General Partner

By: /s/ Norris Nissim  
Name: Norris Nissim  
Title: General Counsel

LUXOR WAVEFRONT,  
LP

By: LCG Holdings, LLC  
General Partner

By: /s/ Norris Nissim  
Name: Norris Nissim  
Title: General Counsel

LUXOR CAPITAL  
PARTNERS OFFSHORE  
MASTER FUND, LP

By: LCG Holdings, LLC  
General Partner

By: /s/ Norris Nissim  
Name: Norris Nissim  
Title: General Counsel

LUXOR CAPITAL  
PARTNERS OFFSHORE,  
LTD.

Luxor Capital Group,  
By: LP  
Investment Manager

By: /s/ Norris Nissim  
Name: Norris Nissim  
Title: General Counsel

THEBES OFFSHORE  
MASTER FUND, LP

By: LCG Holdings, LLC  
General Partner

By: /s/ Norris Nissim  
Name: Norris Nissim  
Title: General Counsel

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THEBES PARTNERS  
OFFSHORE, LTD.

Luxor Capital Group,  
By: LP  
Investment Manager

By: /s/ Norris Nissim  
Name: Norris Nissim  
Title: General Counsel

LUXOR CAPITAL  
GROUP, LP

Luxor Management,  
By: LLC  
General Partner

By: /s/ Norris Nissim  
Name: Norris Nissim  
Title: General Counsel

LCG HOLDINGS, LLC

By: /s/ Norris Nissim  
Name: Norris Nissim  
Title: General Counsel

LUXOR MANAGEMENT,  
LLC

By: /s/ Norris Nissim  
Name: Norris Nissim  
Title: General Counsel

/s/ Norris Nissim  
NORRIS NISSIM, as Agent for Christian Leone

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SCHEDULE ATRANSACTIONS EFFECTED BY THE REPORTING PERSONS DURING THE PAST 60 DAYS

| <u>Class of Security</u> | <u>Amount of Securities Purchased/(Sold)</u> | <u>Price (\$)</u> | <u>Date of Transactions</u> |
|--------------------------|--|-------------------|-----------------------------|
|--------------------------|--|-------------------|-----------------------------|

LUXOR CAPITAL PARTNERS, LP

|              |           |  |                |
|--------------|-----------|--|----------------|
| Common Stock | (305,282) |  | 8.99746/2/2016 |
| Common Stock | (23,569)  |  | 9.02196/2/2016 |
| Common Stock | (46,797)  |  | 8.97216/2/2016 |
| Common Stock | (10,909)  |  | 8.78376/2/2016 |
| Common Stock | (57,904)  |  | 8.70976/3/2016 |
| Common Stock | (127,620) |  | 8.76446/3/2016 |
| Common Stock | (64,038)  |  | 8.79336/3/2016 |
| Common Stock | (4,483)   |  | 8.90246/3/2016 |
| Common Stock | (2,358)   |  | 9.28476/3/2016 |
| Common Stock | (7,214)   |  | 9.06666/3/2016 |
| Common Stock | (191,022) |  | 8.21086/6/2016 |
| Common Stock | (7,919)   |  | 8.46596/6/2016 |
| Common Stock | (4,061)   |  | 8.30676/6/2016 |
| Common Stock | (225)     |  | 8.08806/6/2016 |
| Common Stock | (1,840)   |  | 8.07216/6/2016 |

LUXOR CAPITAL PARTNERS OFFSHORE MASTER FUND, LP

|              |           |  |                 |
|--------------|-----------|--|-----------------|
| Common Stock | (66,764)  |  | 8.99746/2/2016  |
| Common Stock | (5,154)   |  | 9.0219 6/2/2016 |
| Common Stock | (10,234)  |  | 8.97216/2/2016  |
| Common Stock | (2,386)   |  | 8.78376/2/2016  |
| Common Stock | (73,630)  |  | 8.70976/3/2016  |
| Common Stock | (162,278) |  | 8.76446/3/2016  |
| Common Stock | (81,431)  |  | 8.79336/3/2016  |
| Common Stock | (5,700)   |  | 8.90246/3/2016  |
| Common Stock | (2,998)   |  | 9.28476/3/2016  |
| Common Stock | (9,173)   |  | 9.06666/3/2016  |
| Common Stock | (187,296) |  | 8.21086/6/2016  |
| Common Stock | (7,766)   |  | 8.46596/6/2016  |
| Common Stock | (3,982)   |  | 8.30676/6/2016  |
| Common Stock | (220)     |  | 8.08806/6/2016  |
| Common Stock | (1,804)   |  | 8.07216/6/2016  |

THEBES OFFSHORE MASTER FUND, LP

|              |         |                |
|--------------|---------|----------------|
| Common Stock | (1,103) | 8.99746/2/2016 |
| Common Stock | (85)    | 9.02196/2/2016 |
| Common Stock | (169)   | 8.97216/2/2016 |
| Common Stock | (40)    | 8.78376/2/2016 |
| Common Stock | (2,292) | 8.70976/3/2016 |
| Common Stock | (5,051) | 8.76446/3/2016 |
| Common Stock | (2,534) | 8.79336/3/2016 |
| Common Stock | (177)   | 8.90246/3/2016 |
| Common Stock | (94)    | 9.28476/3/2016 |
| Common Stock | (285)   | 9.06666/3/2016 |
| Common Stock | (5,248) | 8.21086/6/2016 |
| Common Stock | (218)   | 8.46596/6/2016 |
| Common Stock | (112)   | 8.30676/6/2016 |
| Common Stock | (6)     | 8.08806/6/2016 |
| Common Stock | (50)    | 8.07216/6/2016 |

LUXOR WAVEFRONT, LP

|              |          |                |
|--------------|----------|----------------|
| Common Stock | (5,604)  | 8.70976/3/2016 |
| Common Stock | (12,351) | 8.76446/3/2016 |
| Common Stock | (6,197)  | 8.79336/3/2016 |
| Common Stock | (434)    | 8.90246/3/2016 |
| Common Stock | (228)    | 9.28476/3/2016 |
| Common Stock | (698)    | 9.06666/3/2016 |
| Common Stock | (42,133) | 8.21086/6/2016 |
| Common Stock | (1,747)  | 8.46596/6/2016 |
| Common Stock | (896)    | 8.30676/6/2016 |
| Common Stock | (49)     | 8.08806/6/2016 |
| Common Stock | (406)    | 8.07216/6/2016 |