SEC Form 4

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*

Prior Mark A

(Last)	(First)	(Middle)

2445 TECHNOLOGY FOREST BLVD.
SUITE 800

(Street)

THE WOODLANDS	TX	77381
(City)	(State)	(Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CONNS INC [CONN]

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2023

4. If Amendment, Date of 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)

General Counsel and Sec.

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/01/2023		F		2,388(1)	D	$9.37(2)	90,195	D	
Common Stock	02/01/2023		A		21,031	A	(3)	111,226	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Stock Units	(4)	02/01/2023		A		21,030		02/01/2026	02/01/2026	Common Stock	21,030	(4)	50,016	D	

Explanation of Responses:

1. Represents shares withheld to pay withholding taxes due upon vesting of Restricted Stock Units awarded on February 1, 2021 and February 1, 2022.

2. Price based on closing price of Conn's, Inc. Common Stock on date of vesting.

3. Restricted Stock Units awarded to reporting person under the 2020 Omnibus Equity Plan. Each RSU represents a contingent right to receive one share of common stock. The RSUs vest in three annual installments commencing on February 1, 2024.

4. Performance-based Restricted Stock Units awarded to reporting person under the 2020 Omnibus Equity Plan. Each Performance-based Restricted Stock Unit represents a contingent right to receive a share of the Company's common stock, based on the Company's total shareholder return ("TSR").

Remarks:

/s/Mark Prior, as attorney in fact — 02/03/2023

** Signature of Reporting Person / Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.