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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report:
(Date of earliest event reported)

March 28, 2006

CONN'S, INC.
(Exact name of registrant as specified in charter)

Delaware
(State or other Jurisdiction of Incorporation or Organization)

000-50421	06-1672840
(Commission File Number)	(IRS Employer Identification No.)

3295 College Street
Beaumont, Texas 77701
(Address of Principal Executive
Offices and zip code)

(409) 832-1696
(Registrant's telephone
number, including area code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

[ ] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

[ ] Soliciting material pursuant to Rule 14a-12 under the Securities Act (17 CFR 240.14a-12)

[ ] Pre-commencement communications pursuant to Rule 14d-2(b) 12 under the Securities Act (17 CFR 240.14d-2(b))

[ ] Pre-commencement communications pursuant to Rule 13e-4(c) 12 under the Securities Act (17 CFR 240.13e-2(c))

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Item 1.01 Entry into a Material Definitive Agreement.

On March 28, 2006, the Compensation Committee of the Board of Directors (the "Compensation Committee") of Conn's, Inc. (the "Company") adopted a cash bonus program for the 2007 fiscal year. The Company's named executive officers, as well as certain other executive officers and certain employees, are eligible to participate in the 2007 bonus program. Below is a description of the 2007 bonus program, as adopted by the Compensation Committee.

The purpose of the 2007 bonus program is to promote the interests of the Company and its stockholders by providing key employees with financial rewards upon achievement of specified business objectives, as well as help the Company attract and retain key employees by providing attractive compensation opportunities linked to performance results.

The Company has established three bonus levels for its 2007 bonus program: Level 1, Level 2 and Level 3. Each of the levels represent the attainment by the Company of certain operating pre-tax profit (excluding charges to the Company for options and other share-based compensation) targets established by the Compensation Committee (each, a "Profit Goal"). If the Company does not achieve the Level 1 Profit Goal, no bonus will be paid to any named executive officer, other executive officer or employee pursuant to the 2007 bonus program. The bonuses that may become distributable based upon the Company's achievement of the Level 1 through Level 3 Profit Goals will be distributed by the Chief Executive Officer with approval from the Compensation Committee.

The Company's Chief Executive Officer will receive a bonus under the 2007 bonus program that varies based upon achievement by the Company of the Level 1 through Level 3 Profit Goals. The Level 1 bonus amount for the Chief Executive Officer was established based upon the Compensation Committee's independent evaluation of his relative effect on the Company's performance. The Level 2 bonus is 20% greater than the Level 1 bonus, the Level 3 bonus is 50% greater than the Level 1 bonus.

The Company's named executive officers (excluding the Chief Executive Officer), certain other executive officers and certain employees (each a "Participant" and collectively, the "Participants") will also receive a bonus under the 2007 bonus program that varies based upon achievement by the Company of the Level 1 through Level 3 Profit Goals. The Level 1 bonus amount for each Participant was established based upon the Compensation Committee's independent evaluation of his or her relative effect on the Company's performance. The Level 2 bonus is generally 41% greater than the Level 1 bonus and the Level 3 bonus is 100% greater than the Level 1 bonus.

In addition, the Company has established a contingency bonus pool under the 2007 bonus program that varies based upon the Company's achievement of the Level 1 through Level 3 Profit Goals and additional funds which may accrue for exceptional performance beyond the Level 3 Profit Goal. The contingency bonus pool will be distributed at the discretion of the Chairman and Chief Executive Officer with approval from the Compensation Committee.

Payment of bonuses (if any) is normally made in February after the end of the performance period during which the bonuses were earned. In order to be eligible for a bonus under the 2007 bonus program, eligible participants must be employed through the end of fiscal year ending January 31, 2007. Bonuses normally will be paid in cash in a single lump sum, subject to payroll taxes and tax withholdings.

Item 2.02 Results of Operations and Financial Condition.

On March 30, 2006, the Company issued a press release announcing earnings for the fiscal year ended January 31, 2006. A copy of the press release is furnished herewith as Exhibit 99.1, and is incorporated herein by reference.

Item 5.02 Appointment of Principal Officer.

On May 28, 2006, our Board of Directors took the following actions, to be effective April 1, 2006:

1. Expanded the number of members of our board of directors to nine, and appointed Dr. William C. Nylin, Jr., who is 63 years old, to the board as Executive Vice Chairman of our Board of Directors. Dr. Nylin will continue as our Chief Operating Officer. Dr. Nylin has served as our President and Chief Operating Officer since 1995. He was a member of our Board commencing in 1993, and remained a member until September 2003, when the Company became a publicly held entity. In addition to performing responsibilities as President and Chief Operating Officer, he has direct responsibility for credit granting and collections, information technology, human resources, distribution, service and training. From 1984 to 1995, Dr. Nylin held several executive management positions, including Deputy Chancellor and Executive Vice President of Finance and Operation at Lamar University in Beaumont, Texas. Dr. Nylin obtained his B.S. degree in mathematics from Lamar University, and holds both a masters and doctorate degree in computer sciences from Purdue University. He has also completed a post-graduate program at Harvard University. Dr Nylin continues to be employed by us under the terms of his current employment agreement with us.

2. Appointed Timothy L. Frank as our President. Mr. Frank, who is 38 years old, has served as our Senior Vice President - Retail since May 2005. He joined us in September 1995 and has served in various roles throughout our Company, including Director of Advertising, Director of Credit, Director of Legal Collections, Director of Direct Marketing, and as Vice President of Special Projects. Prior to joining our Company, Mr. Frank served in various marketing positions with a nationally known marketing consulting company. Mr. Frank holds a BS in Liberal Arts from Texas A & M University and an MBA in Marketing from the University of North Texas. Mr. Frank has also completed a post-graduate program at Harvard University. Mr. Frank is the son of Thomas J. Frank, Sr., our Chief Executive Officer and Chairman of our Board of Directors. We do not have an employment agreement with Mr. Frank. Mr. Frank will be eligible for bonuses under the terms approved by the compensation committee of the board and other benefits provided to our executive officers.

3. Appointed David W. Trahan as our Senior Vice President - Retail. Mr. Trahan, who is 45 years old, has served as our Senior Vice President - Merchandising since October 2001. He joined us in1986 and has served in various capacities, including sales, store operations and merchandising. He has been directly responsible for our merchandising and product purchasing functions, as well as product display and pricing operations, for the last five years. Mr. Trahan has completed special study programs at Harvard University, Rice University and Lamar University. We do not have an employment agreement with Mr. Trahan. Mr. Trahan continues to be eligible for bonuses under the terms approved by the compensation committee of the board and other benefits provided to our executive officers.

On March 30, 2006, the Company issued a press release announcing these changes. A copy of the press release is furnished herewith as Exhibit 99.2, and is incorporated herein by reference.

Item 9.01(c) Exhibits.

Exhibit 99.1   Press Release, dated March 30, 2006, January 31, 2006 Earnings

Exhibit 99.2   Press Release, dated March 30, 2006, Appointment of Director and Principal Officers

All of the information contained in Item 2.02 and Item 9.01(c) in this Form 8-K and the accompanying exhibit shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be incorporated by reference in any filing under the Securities Act of 1933, as amended.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CONN'S, INC.

Date: March 30, 2006

By: /s/ David L. Rogers

David L. Rogers
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release, dated March 30, 2006, January 31, 2006 Earnings
99.2	Press Release, dated March 30, 2006, Appointment of Director and Principal Officers

Conn's, Inc. Reports Record Earnings for Fourth Quarter and Fiscal Year Ending January 31, 2006

BEAUMONT, Texas--(BUSINESS WIRE)--March 30, 2006--Conn's, Inc. (NASDAQ/NM:CONN), a specialty retailer of home appliances, consumer electronics, computers, mattresses, furniture and lawn and garden products, today announced record earnings results for the fourth quarter and year ended January 31, 2006.

Net income available for common stockholders for the fourth quarter increased 39.8% to $12.9 million compared to $9.2 million for the fourth quarter of last year. Diluted earnings per share available for common stockholders were $0.53 compared with $0.39 for the fourth quarter of last year. Total revenues for the quarter ended January 31, 2006 increased 27.0% to $206.6 million compared with $162.7 million for the quarter ended January 31, 2005. This increase in revenue included net sales increases of $43.2 million, or 30.5%, and increases from "Finance charges and other" of $709,000, or 3.4%. Same store sales (revenues earned in stores operated for the entirety of both periods) increased 22.6% for the fourth quarter of fiscal 2006.

Total revenues for the year ended January 31, 2006 increased 23.9% to $702.4 million compared with $567.1 million for the year ended January 31, 2005. This increase in revenue included net sales increases of $126.5 million, or 25.6%, and increases from "Finance charges and other" of $8.8 million, or 12.1%. Same store sales increased 16.9% for the year ended January 31, 2006. Net income available for common stockholders for the year ended January 31, 2006 increased 36.7% to $41.2 million compared to $30.1 million for the year ended January 31, 2005. Diluted earnings per share available for the common stockholder increased 33.9% to $1.70 for the year ended January 31, 2006 from $1.27 in the prior year.

During the year, the Company added six new stores to bring the store count to 56. By the end of January 2007, the Company expects to operate approximately 62 to 64 stores.

"This was a remarkable year in so many ways," said Thomas J. Frank, Conn's Chairman and Chief Executive Officer. "We successfully made substantial modifications to our Retail Division management early in the year and in the second half of the year contended with two hurricanes and phenomenal sales growth. Our team was up to the challenge in every case and delivered excellent bottom line growth. We take what we learned with those successes into the new year where again we expect to encounter challenges and will apply ourselves in the same manner, demanding excellence from ourselves and our associates."

EPS Guidance

The Company also issued guidance for fiscal year 2007 (the year ending January 31, 2007) of earnings per diluted share of approximately $1.85 to $1.90. The earnings guidance does give effect for changes resulting from the required adoption of Statement of Financial Accounting Standards No. 123R, Share-Based Payment, during fiscal 2007. The effect on earnings per diluted share as a result of FAS 123R is estimated to be approximately $0.07. Earnings per diluted share on a comparable basis for the year ended January 31, 2006, had FAS 123R been in effect, would have been $1.66 or a reduction of approximately $0.04. Comparable store sales increases are projected in the mid to high single digit range.

Conference Call Information

Conn's, Inc. will host a conference call and audio webcast today, March 30, 2006, at 10:00 a.m., CST, to discuss financial results for the quarter and year ended January 31, 2006. The webcast will be available live at www.conns.com and will be archived for one year. Participants can join the call by dialing (877) 704-5386.

About Conn's, Inc.

The Company is a specialty retailer currently operating 56 retail locations in Texas and Louisiana: eighteen stores in the Houston area, twelve in the Dallas/Fort Worth Metroplex, eight in San Antonio, five in Austin, four in Southeast Texas, one in Corpus Christi, two in South Texas and six stores in Louisiana. It sells major home appliances, including refrigerators, freezers, washers, dryers and ranges, and a variety of consumer electronics, including projection, plasma, DLP and LCD televisions, camcorders, computers and computer peripherals, DVD players, portable audio and home theater products. The Company also sells lawn and garden products, furniture and mattresses, and continues to introduce additional product categories for the home to help respond to its customers' product needs and to increase same store sales.

Unlike many of its competitors, the Company provides flexible in-house credit options for its customers. Historically, it has financed, on average, approximately 57% of retail sales. Customer receivables are financed substantially through an asset-backed securitization facility, from which the Company derives servicing fee income and interest income. The Company transfers receivables, consisting of retail installment contracts and revolving accounts for credit extended to its customers, to a qualifying special purpose entity in exchange for cash and subordinated securities represented by asset-backed and variable funding notes issued to third parties.

This press release contains forward-looking statements that involve risks and uncertainties. Such forward-looking statements generally can be identified by the use of forward-looking terminology such as "may," "will," "expect," "intend," "could," "estimate," "should," "anticipate," or "believe," or the negative thereof or variations thereon or similar terminology. Although the Company believes that the expectations reflected in such forward-looking statements will prove to be correct, the Company can give no assurance that such expectations will prove to be correct. The actual future performance of the Company could differ materially from such statements. Factors that could cause or contribute to such differences include, but are not limited to: the Company's growth strategy and plans regarding opening new stores and entering new markets; the Company's intention to update or expand existing stores; the Company's estimated capital expenditures and costs related to the opening of new stores or the update or expansion of existing stores; the Company's cash flow from operations, borrowings from its revolving line of credit and proceeds from securitizations to fund operations, debt repayment and expansion; growth trends and projected sales in the home appliance and consumer electronics industry and the Company's ability to capitalize on such growth; relationships with the Company's key suppliers; the results of the Company's litigation; interest rates; weather conditions in the Company's markets; changes in the Company's stock price; and the actual number of shares of common stock outstanding. Further information on these risk factors is included in the Company's filings with the Securities and Exchange Commission, including the Company's annual report on Form 10-K filed on March 30, 2006 and the current report on Form 8-K filed in connection with this press release. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. Except as required by law, the Company is not obligated to publicly release any revisions to these forward-looking statements to reflect the events or circumstances after the date of this press release or to reflect the occurrence of unanticipated events.

Conn's, Inc.
CONDENSED, CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except earnings per share)

	Three Months Ended January 31,		Twelve Months Ended January 31,	
	2005	2006	2005	2006
Revenues				
Total net sales	$141,721	$184,887	$494,235	$620,738
Finance charges and other	20,983	21,692	72,857	81,684
Total revenues	162,704	206,579	567,092	702,422
Cost and expenses				
Cost of goods sold, including warehousing and occupancy costs	102,157	133,544	355,159	448,064
Cost of parts sold, including warehousing and occupancy costs	1,197	1,515	4,551	5,310
Selling, general and administrative expense	42,779	50,568	152,900	181,631
Provision for bad debts	1,615	1,245	5,637	3,769
Total cost and expenses	147,748	186,872	518,247	638,774

Operating income	14,956	19,707	48,845	63,648
Interest expense (income), net	595	(88)	2,359	400
Income before minority interest and income taxes	14,361	19,795	46,486	63,248
Minority interest in limited partnership	241	-	(118)	-
Income before income taxes	14,602	19,795	46,368	63,248
Total provision for income taxes	5,355	6,871	16,243	22,067
Net income	$9,247	$12,924	$30,125	$41,181
Earnings per share				
Basic	$0.40	$0.55	$1.30	$1.76
Diluted	$0.39	$0.53	$1.27	$1.70
Average common shares outstanding				
Basic	23,230	23,523	23,192	23,412
Diluted	23,764	24,512	23,754	24,192

Conn's, Inc.
CONDENSED, CONSOLIDATED BALANCE SHEETS
(in thousands)

	January 31,	
	2005	2006
Assets		
Current assets		
Cash and cash equivalents	$7,027	$45,176
Interests in securitized assets and accounts receivable, net	131,887	146,991
Inventories	62,346	73,987
Deferred income taxes	4,901	4,670
Prepaid expenses and other assets	3,552	4,004
Total current assets	209,713	274,828
Non-current deferred tax asset	1,523	2,464
Total property and equipment, net	47,710	54,826
Goodwill and other assets, net	9,846	9,877
Total assets	$268,792	$341,995
Liabilities and Stockholders' Equity		
Current Liabilities		
Notes payable	$5,500	$-
Current portion of long-term debt	29	136
Accounts payable	27,108	40,920
Accrued compensation	8,548	18,847
Accrued expense	11,928	17,380
Fair value of derivatives	177	-
Other current liabilities	8,349	18,049
Total current liabilities	61,639	95,332
Long-term debt	5,003	-
Non-current deferred tax liability	704	903
Deferred gain on sale of property	644	476
Total stockholders' equity	200,802	245,284
Total liabilities and stockholders' equity	$268,792	$341,995

Conn's, Inc.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	For the Years Ended January 31,	
	2005	2006

Net cash provided by operating activities	$170	$64,318
Cash flows from investing activities		
Purchase of property and equipment	(19,619)	(18,490)
Proceeds from sale of property	1,131	34
Net cash used by investing activities	(18,488)	(18,456)
Cash flows from financing activities		
Net borrowings (payments) under bank credit facilities	10,500	(10,500)
Net proceeds from stock issued under employee benefit plans	1,603	2,813
Debt issuance costs	(118)	(130)
Borrowings on promissory notes	-	136
Payment of promissory notes	(60)	(32)
Net cash provided by (used in) financing activities	11,925	(7,713)
Impact on cash of consolidation of SRDS	478	-
Net change in cash	(5,915)	38,149
Cash and cash equivalents		
Beginning of the year	12,942	7,027
End of the year	$7,027	$45,176

CALCULATION OF GROSS MARGIN PERCENTAGE
(dollars in thousands)

	Three Months Ended January 31,		Years Ended January 31,	
	2005	2006	2005	2006
Total revenues	$162,704	$206,579	$567,092	$702,422
Less cost of goods and parts sold, including warehousing and occupancy cost	(103,354)	(135,059)	(359,710)	(453,374)
Gross margin dollars	$59,350	$71,520	$207,382	$249,048
Gross margin percentage	36.5%	34.6%	36.6%	35.5%

PORTFOLIO STATISTICS
For the periods ended January 31, 2003, 2004, 2005 and 2006
(dollars in thousands, except average outstanding balance per account)

	2003	2004	2005	2006
Total accounts	285,247	299,717	350,251	415,338
Total outstanding balance	$303,825	$349,470	$428,700	$519,721
Average outstanding balance per account	$1,065	$1,166	$1,224	$1,251
60 day delinquency	$16,176	$18,267	$23,143	$35,537
Percent delinquency	5.3%	5.2%	5.4%	6.8%
Loan loss ratio	3.5%	3.4%	2.9%	2.5%

CONTACT: Conn's, Inc., Beaumont
Thomas J. Frank, 409-832-1696 Ext. 3218

Exhibit 99.2

Conn's, Inc. Announces Management Changes

BEAUMONT, Texas--(BUSINESS WIRE)--March 30, 2006--Conn's, Inc. (NASDAQ/NM:CONN), a specialty retailer of home appliances, consumer electronics, computers, mattresses, furniture and lawn and garden products, today announced that its Board of Directors appointed Dr. William C. Nylin, Jr. as Executive Vice Chairman of the Board effective April 1, 2006. The action came at the March 28, 2006, Board of Directors meeting after the Board increased from eight to nine the number of board members. Nylin, who has served as the Company's President and will remain as its Chief Operating Officer, joins other Board members Thomas J. Frank, Sr. (Chairman of the Board and Chief Executive Officer), Marvin D. Brailsford, Jon E.M. Jacoby, Bob L. Martin, Douglas H. Martin, Scott L. Thompson, William T. Trawick, and Theodore M. Wright.

Nylin continues to report to Thomas J. Frank, Sr., Chairman of the Board and Chief Executive Officer. Rey de la Fuente, President of Conn Credit and Senior Vice President of Conn's, Inc. will continue to report to Nylin.

Dr. Nylin has served as President and Chief Operating Officer since 1995. He was a member of our Board commencing in 1993, and remained a member until September 2003, when the Company became a publicly held entity. In addition to performing responsibilities as President and Chief Operating Officer, he had direct responsibility for credit granting and collections, information technology, human resources, distribution, service and training. From 1984 to 1995, Dr. Nylin held several executive management positions, including Deputy Chancellor and Executive Vice President of Finance and Operation at Lamar University in Beaumont, Texas. Dr. Nylin obtained his B.S. degree in mathematics from Lamar University, and holds both a masters and doctorate degree in computer sciences from Purdue University. He has also completed a post-graduate program at Harvard University.

The Board also appointed Timothy L. Frank as President of Conn's, Inc. who will be primarily focused on retail operations. Additionally, the Board appointed David W. Trahan as Senior Vice President -- Retail. Rey de la Fuente remains as President of Conn Credit and leads the Company's credit operations.

Timothy L. Frank has served as Senior Vice President -- Retail since May, 2005. He joined the Company in September 1995 and has served in various roles, including Director of Advertising, Director of Credit, Director of Legal Collections, Director of Direct Marketing, and as Vice President of Special Projects. Prior to joining the Company, Mr. Frank served in various marketing positions with a nationally known marketing consulting company. Mr. Frank holds a B.S. in Liberal Arts from Texas A & M University and an MBA in Marketing from the University of North Texas. Mr. Frank has also completed a post-graduate program at Harvard University.

David W. Trahan has served as Senior Vice President -- Merchandising since October 2001. He has been employed since 1986 in various capacities, including sales, store operations and merchandising. He has been directly responsible for merchandising and product purchasing functions, as well as product display and pricing operations, for the last four years. Mr. Trahan has completed special study programs at Harvard University, Rice University and Lamar University.

All appointments were in recognition of the Company's successful, long-term performance and provides for orderly management development for continued growth in the future.

About Conn's, Inc.

The Company is a specialty retailer currently operating 56 retail locations in Texas and Louisiana: eighteen stores in the Houston area, twelve in the Dallas/Fort Worth Metroplex, eight in San Antonio, five in Austin, four in Southeast Texas, one in Corpus Christi, two in South Texas and six stores in Louisiana. It sells major home appliances, including refrigerators, freezers, washers, dryers and ranges, and a variety of consumer electronics, including projection, plasma, DLP and LCD televisions, camcorders, computers and computer peripherals, DVD players, portable audio and home theater products. The Company also sells lawn and garden products, furniture and mattresses, and continues to introduce additional product categories for the home to help respond to its customers' product needs and to increase same store sales.

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CONTACT: Conn's, Inc., Beaumont
Thomas J. Frank, 409-832-1696 Ext. 3218