

**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 24, 2016**

**Conn's, Inc.**

**(Exact name of registrant as specified in its charter)**

**1-34956**

**(Commission File Number)**

**Delaware**

**(State or other jurisdiction of incorporation)**

**06-1672840**

**(I.R.S. Employer Identification No.)**

**4055 Technology Forest Blvd., Suite 210  
The Woodlands, Texas 77381**

**(Address of principal executive offices) (Zip Code)**

**(936) 230-5899**

**(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 (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.**

**Appointment of Directors**

On March 24, 2016, Conn's, Inc. (the "**Company**") announced the appointment of Mr. Oded Shein and Mr. James H. Haworth to its Board of Directors (the "**Board**"), effective as of March 22, 2016. Mr. Shein has been named to serve on the Board's Audit Committee and its Credit Risk and Compliance Committee, and Mr. Haworth has been named to serve on the Board's Compensation Committee and Nominating and Corporate Governance Committee. Both Mr. Shein and Mr. Haworth are expected to stand for re-election at the annual stockholder meeting in May 2016.

The Board determined that Messrs. Shein and Haworth both qualify as independent directors under the rules of The NASDAQ Stock Market. There are no related party transactions between the Company and Mr. Shein or Mr. Haworth that would require disclosure under Item 404(a) of Regulation S-K. There are no arrangements, agreements, or understandings between the Company and Mr. Shein or Mr. Haworth pursuant to which either of them was selected as a director.

Mr. Shein, 54, has served as Executive Vice President, Chief Financial Officer of Stage Stores since January 2011. From July 2004 until January 2011, Mr. Shein served in various financial positions at Belk, Inc., including as its Vice President, Finance and Treasurer. Prior to joining Belk, Inc., Mr. Shein served as the Vice President, Treasurer of Charming Shoppes, Inc.

Mr. Haworth, 54, has served as Chairman of Professional Bull Riders Inc. since 2012. He also served as its Chief Executive Officer from 2011-2015. From 2010 through 2011 he served as Executive Vice President and President, Retail Services for Sears Holding Corporation. Prior to that, he served as Chairman, President and Chief Executive Office for Chia Tai Enterprises International Limited & CP Lotus, an investment holding company principally engaged in the operation of shopping centers in China, from 2005 to December 2010. Mr. Haworth also spent more than 20 years at Wal-Mart Stores in increasing roles of responsibility, including Chief Operating Officer.

Each of Mr. Shein and Mr. Haworth will be compensated for service on the Board under the Company's standard arrangement for non-employee directors, each prorated from the date of appointment, as described in its proxy statement for the 2015 annual meeting of stockholders.

The Company also entered into the Company's standard form of Indemnification Agreement with each of Mr. Shein and Mr. Haworth.

**Item 7.01 Regulation FD Disclosure.**

On March 24, 2016, the Company issued a press release announcing the appointment of Messrs. Shein and Haworth to the Board. A copy of the press release is attached herewith as Exhibit 99.1.

None of the information contained in Item 7.01 or Exhibit 99.1 of this Form 8-K shall be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and none of it shall be incorporated by reference in any filing under the Securities Act of 1933, as amended. Furthermore, this report will not be deemed an admission as to the materiality of any information in the report that is required to be disclosed solely by Regulation FD.

**Item 9.01. Financial Statements and Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
99.1*	Press Release dated March 24, 2016.

\* Filed herewith

**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.

Date: March 25, 2016

**CONN'S, INC.**

By: /s/ Thomas R. Moran

Name: Thomas R. Moran

Title: Executive Vice President and Chief Financial Officer



## Conn's, Inc., Announces The Appointment Of Two New Independent Directors

**THE WOODLANDS, Texas - March 24, 2016** - Conn's, Inc. (NASDAQ:CONN), a specialty retailer of furniture, mattresses, home appliances and consumer electronics, and provider of consumer credit, today announced that James Haworth and Oded Shein have been appointed as independent directors effective March 22, 2016. Mr. Haworth and Mr. Shein are filling the vacancies created by the earlier retirement of Jon Jacoby in May 2015 and the resignation of Scott Thompson upon his appointment as Chief Executive Officer of Tempur Sealy International in September 2015.

"Jim and Oded are proven leaders with more than a half century of combined retail experience," said Theodore M. Wright, Non-Executive Chairman of the Board, Conn's. "They add even greater depth to our Board as we continue implementing Conn's strategic plan."

Mr. Haworth - the Chairman of Professional Bull Riders, Inc., since 2012, and its Chief Executive Officer from 2011-2015 - has more than three decades of retail experience including 20 years at Wal-Mart Stores, Inc., where he rose through the ranks to Chief Operating Officer from Assistant Store Manager, and serving as Executive Vice President, President of Retail Services and Transformation Officer at Sears Holding Corporation. He was also Founder and President at Business Decisions Inc., a strategic product-marketing firm, and Chairman, President and Chief Executive Officer of C.P. Lotus Corp., an investment holding company with retail interests in China. Mr. Haworth is a graduate of Central Missouri State University.

Mr. Shein combines more than 20 years of retail leadership with hands-on credit and risk management experience. He is currently Executive Vice President and Chief Financial Officer of Stage Stores, Inc., a Houston-based retailer that operates approximately 830 stores in small- and mid-sized markets under the Bealls, Goody's, Palais Royal, Peebles and Stage names. This followed executive-level finance positions at multi-billion dollar retailers Belk, Inc., and Charming Shoppes, Inc. Previously, Mr. Shein spent five years in various capacities at Spirit of America National Bank, a credit card bank owned by Charming Shoppes. He has a bachelor's degree from Baruch College and an MBA from Columbia University.

"I am pleased Oded and Jim are joining our Board of Directors and know they will contribute to Conn's continued growth and evolution," said Norm Miller, President and Chief Executive Officer, Conn's. "I look forward to working with them during this exciting time for the Company."

### About Conn's, Inc.

Conn's is a specialty retailer currently operating over 100 retail locations in 12 states: Arizona, Colorado, Georgia, Louisiana, Mississippi, Nevada, New Mexico, North Carolina, Oklahoma, South Carolina, Tennessee and Texas.

Conn's primary product categories include:

- Furniture and mattress, including furniture and related accessories for the living room, dining room and bedroom, as well as both traditional and specialty mattresses;
- Home appliance, including refrigerators, freezers, washers, dryers, dishwashers and ranges;
- Consumer electronics, including, LED, OLED, Ultra HD and internet ready televisions, Blu-ray players, home theater and portable audio equipment;
- Home office, including computers, printers and accessories.

Additionally, Conn's offers a variety of products on a seasonal basis. Unlike many of its competitors, Conn's provides flexible in-house credit options for its customers in addition to third-party financing programs and third-party rent-to-own payment plans.

*This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties. Such forward-looking statements include information concerning the Company's future financial performance, business strategy, plans, goals and objectives. Statements containing the words "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "project," "should," or the negative of such terms or other similar expressions are generally forward-looking in nature and not historical facts. We can give no assurance that such statements will prove to be correct, and actual results may differ materially. A wide variety of potential risks, uncertainties, and other factors could materially affect the Company's ability to achieve the results either expressed or implied by the Company's forward-looking statements including, but not limited to: general economic conditions impacting the Company's customers or potential customers; the Company's ability to execute periodic securitizations of future originated customer loans including the sale of any remaining residual equity on favorable terms; the Company's ability to continue existing customer financing programs or to offer new customer financing programs; changes in the delinquency status of the Company's credit portfolio; unfavorable developments in ongoing litigation; increased regulatory oversight; higher than anticipated net charge-offs in the credit portfolio; the success of the Company's planned opening of new stores; technological and market developments and sales trends for the Company's major product offerings; the Company's ability to protect against cyber-attacks or data security breaches and to protect the integrity and security of individually identifiable data of the Company's customers and employees; the Company's ability to fund its operations, capital expenditures, debt repayment and expansion from cash flows from operations, borrowings from the Company's revolving credit facility, and proceeds from accessing debt or equity markets; the ability to continue the repurchase program; and other risks detailed in the Company's most recent SEC reports, including but not limited to, the Company's Annual Report on Form 10-K and the Company's Quarterly Reports on Forms 10-Q and 10-Q/A and Current Reports on Form 8-K. If one or more of these or other risks or uncertainties materialize (or the consequences of such a development changes), or should our underlying assumptions prove incorrect, actual outcomes may vary materially from those reflected in our forward-looking statements. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. We disclaim any intention or obligation to update publicly or revise such statements, whether as a result of new information, future events or otherwise. All forward-looking statements attributable to us, or to persons acting on our behalf, are expressly qualified in their entirety by these cautionary statements. The Company makes available in the investor relations section of its website at [ir.conns.com](http://ir.conns.com) updated monthly reports to the holders of its asset-backed notes. This information reflects the performance of the securitized portfolio only, in contrast to the financial statements contained herein, which reflect the performance of all of the Company's outstanding receivables, including those originated subsequent to those included in the securitized portfolio. The website and the information contained on our website are not incorporated in this or any other document filed with the SEC.*

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S.M. Berger & Company

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