

**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): November 27, 2018

Conn's, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-34956 (Commission File Number)	06-1672840 (IRS Employer Identification No.)
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2445 Technology Forest Blvd., Suite 800
The Woodlands, Texas
(Address of principal executive offices)

77381
(Zip Code)

Registrant's telephone number, including area code: **(936) 230-5899**

Not Applicable
(Former name, former address and former fiscal year, 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 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year

On November 27, 2018, the Board of Directors (the “Board”) of Conn’s, Inc. (the “Company”) approved and adopted Amendment No. 1 (the “Bylaw Amendment”) to the Company’s Amended and Restated Bylaws, effective as of December 3, 2013 (the “Bylaws”). The Bylaw Amendment became effective immediately upon its adoption by the Board. The Bylaw Amendment revises Section 3.3 of the Bylaws to make clear that directors may be removed with or without cause by a majority stockholder vote.

The foregoing summary of the Bylaw Amendment is qualified in its entirety by reference to the complete text of the Bylaw Amendment, a copy of which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	<u>Amendment No. 1 to Amended and Restated Bylaws, dated as of November 27, 2018</u>

SIGNATURE

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: November 28, 2018

CONN'S, INC.

By: /s/ Mark L. Prior

Name: Mark L. Prior

Title: Vice President, General Counsel & Secretary

Amendment No. 1
to the
Amended and Restated Bylaws
of
Conn's, Inc.

Pursuant to resolutions duly adopted and approved by the Board of Directors (the "Board") of Conn's, Inc. (the "Company"), at a duly authorized meeting of the Board on November 27, 2018, at which a quorum was present, the Amended and Restated Bylaws of the Company (the "Bylaws") are amended as follows:

Section 3.3 of the Bylaws is hereby amended and restated in its entirety to read as follows:

Section 3.3 Removal; Resignation. Any director or the entire Board of Directors may be removed from office at any time, with or without cause, by the affirmative vote of a majority of the total voting power of the outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors voting together as a single class. Any director may resign at any time upon notice given in writing or by electronic transmission to the Corporation.

Except as set forth in this Amendment No. 1, the Bylaws remain in full force and effect and are not otherwise modified or amended.

The undersigned, Mark L. Prior, Secretary of the Company, hereby certifies in such capacity that the foregoing Amendment No. 1 to the Amended and Restated Bylaws was duly adopted by resolution of the Board dated November 27, 2018.

Dated: November 28, 2018

/s/ Mark L. Prior

Mark L. Prior, Secretary