

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0362
Estimated average burden hours per response:	1.0

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

Form 3 Holdings Reported.

Form 4 Transactions Reported.

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* <u>Luxor Capital Group, LP</u>			2. Issuer Name and Ticker or Trading Symbol <u>CONN INC [ CONN ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____		
(Last) (First) (Middle) <u>1114 AVENUE OF THE AMERICAS</u> <u>29TH FLOOR</u>			3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2015</u>			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(Street) <u>NEW YORK NY 10036</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(City) (State) (Zip)								

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock, \$0.01 par value <sup>(1)(2)</sup>	07/01/2015		J4 <sup>(3)</sup>	39,697	D	(3)	2,838,583	I <sup>(4)</sup>	By Luxor Capital Partners, LP
Common Stock, \$0.01 par value <sup>(1)(2)</sup>	07/01/2015		J4 <sup>(3)</sup>	92,285	D	(3)	2,944,233	I <sup>(5)</sup>	By Luxor Capital Partners Offshore Master Fund, LP
Common Stock, \$0.01 par value <sup>(1)(2)</sup>	07/01/2015		J4 <sup>(3)</sup>	131,982	A	(3)	131,982	I <sup>(6)</sup>	By Thebes Offshore Master Fund, LP

**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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Notional Principal Amount Derivative Agreement <sup>(1)(2)(7)(8)(9)</sup>	(7)(8)(9)	07/01/2015		4J <sup>(3)</sup>		19,263	(7)(8)	07/25/2017	Common Stock, \$0.01 par value	19,263	(3)	1,377,466	I <sup>(4)</sup>	By Luxor Capital Partners, LP
Notional Principal Amount Derivative Agreement <sup>(1)(2)(7)(8)(9)</sup>	(7)(8)(9)	07/01/2015		4J <sup>(3)</sup>		40,067	(7)(8)	07/25/2017	Common Stock, \$0.01 par value	40,067	(3)	1,278,274	I <sup>(5)</sup>	By Luxor Capital Partners Offshore Master Fund, LP
Notional Principal Amount Derivative Agreement <sup>(1)(2)(7)(8)(9)</sup>	(7)(8)(9)	07/01/2015		4J <sup>(3)</sup>		59,330	(7)(8)	07/25/2017	Common Stock, \$0.01 par value	59,330	(3)	59,330	I <sup>(6)</sup>	By Thebes Offshore Master Fund, LP
Notional Principal Amount Derivative Agreement <sup>(1)(2)(7)(9)</sup>	\$30.0271	07/01/2015		4J <sup>(3)</sup>		871	(7)(9)	10/05/2016	Common Stock, \$0.01 par value	871	(3)	62,296	I <sup>(4)</sup>	By Luxor Capital Partners, LP
Notional Principal Amount Derivative Agreement <sup>(1)(2)(7)(9)</sup>	\$30.0271	07/01/2015		4J <sup>(3)</sup>		2,019	(7)(9)	10/05/2016	Common Stock, \$0.01 par value	2,019	(3)	64,339	I <sup>(5)</sup>	By Luxor Capital Partners Offshore Master Fund, LP
Notional Principal Amount Derivative Agreement <sup>(1)(2)(7)(9)</sup>	\$30.0271	07/01/2015		4J <sup>(3)</sup>		2,890	(7)(9)	08/01/2016	Common Stock, \$0.01 par value	2,890	(3)	2,890	I <sup>(6)</sup>	By Thebes Offshore Master Fund, LP

1. Name and Address of Reporting Person\*  
Luxor Capital Group, LP

(Last) (First) (Middle)  
**1114 AVENUE OF THE AMERICAS**  
**29TH FLOOR**

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(Street)  
**NEW YORK NY 10036**

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
**LCG HOLDINGS LLC**

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(Last) (First) (Middle)  
**1114 AVENUE OF THE AMERICAS**  
**29TH FLOOR**

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(Street)  
**NEW YORK NY 10036**

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
**Luxor Capital Partners, LP**

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(Last) (First) (Middle)  
**1114 AVENUE OF THE AMERICAS**  
**29TH FLOOR**

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(Street)  
**NEW YORK NY 10036**

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
**LUXOR CAPITAL PARTNERS OFFSHORE LTD**

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(Last) (First) (Middle)  
**C/O M&C CORPORATE SVCS LTD**  
**PO BOX 309 GT UGLAND HOUSE**

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(Street)  
**GEORGE TOWN E9 00000**

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
**Thebes Partners Offshore, Ltd.**

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(Last) (First) (Middle)  
**C/O MAPLES CORPORATE SERVICES LIMITED**  
**BOX 309, UGLAND HOUSE**

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(Street)  
**GRAND CAYMAN E9 KY1-1104**

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(City) (State) (Zip)

**Explanation of Responses:**

1. This Form 5 is filed jointly by Luxor Capital Group, LP ("Luxor Capital Group"), Luxor Capital Partners, LP ("Onshore Fund"), Luxor Capital Partners Offshore, Ltd. ("Offshore Feeder Fund"), Thebes Partners Offshore, Ltd. ("Thebes Feeder Fund"), LCG Holdings, LLC ("LCG Holdings"), Luxor Management, LLC ("Luxor Management") and Christian Leone (collectively, the "Reporting Persons"). Transactions reported herein do not include or reflect securities beneficially owned and previously disclosed on Forms 4.
2. Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that may be deemed to collectively beneficially own more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.
3. Reflects distributions in-kind and subsequent contributions of securities by limited partners of the Reporting Persons resulting in a change in form of beneficial ownership of securities previously reported.
4. Securities owned directly by Onshore Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of Onshore Fund, may be deemed to beneficially own the securities owned directly by Onshore Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the securities owned directly by Onshore Fund.
5. Securities owned directly by Luxor Capital Partners Offshore Master Fund, LP ("Offshore Master Fund"). Offshore Feeder Fund, as the owner of a controlling interest in Offshore Master Fund, may be deemed to beneficially own the securities owned directly by Offshore Master Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of Offshore Master Fund, may be deemed to beneficially own the securities owned directly by Offshore Master Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the securities owned directly by Offshore Master Fund.
6. Securities owned directly by Thebes Offshore Master Fund, LP ("Thebes Master Fund"). Thebes Feeder Fund, the owner of a controlling interest in, and together with a minority investor, the owner of 100% of the interests in Thebes Master Fund, may be deemed to beneficially own the securities owned directly by Thebes Master Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of Thebes Master Fund, may be deemed to beneficially own the securities owned directly by Thebes Master Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the securities owned directly by Thebes Master Fund.
7. Notional principal amount derivative agreement (the "Derivative Agreement") in the form of cash settled swaps.
8. The strike prices of the Derivative Agreements range in price from \$30.6407 to \$43.6461.
9. The Derivative Agreements provide the holders with economic results that are comparable to the economic results of ownership payable on each settlement date applicable to the expiration or earlier termination of such Derivative Agreement, but do not provide such holder with the power to vote or direct the voting or dispose of or direct the disposition of the shares of Common Stock that are the subject of the Derivative Agreements (such shares, the "Subject Shares"). Each of the holders of the Derivative Agreements disclaims beneficial ownership in the Subject Shares. The counterparties to the Derivative Agreements are unaffiliated third party financial institutions.

**Remarks:**

[Norris Nissim, as General  
Counsel of Luxor Management,  
LLC, General Partner of Luxor  
Capital Group, LP](#)

[02/16/2016](#)

\*\* 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.**