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): June 20, 2014

Conn's, Inc.
(Exact name of registrant as specified in its charter)

Delaware	1-34956	06-1672840
(State or other jurisdiction of incorporation)	(Commission File Number)	(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 1.01 Entry into a Material Definitive Agreement.

On June 20, 2014, Conn's, Inc. (the "***Company***") and certain of its subsidiaries entered into a Second Amendment (the "***Amendment***") to Second Amended and Restated Loan and Security Agreement dated as of September 26, 2012 (the "***Loan Agreement***"), among the Company, as parent and guarantor, Conn Appliances, Inc., Conn Credit I, LP and Conn Credit Corporation, Inc., as borrowers, certain banks and financial institutions named therein, as Lenders, and Bank of America, N.A., a national banking association, as Administrative Agent for the Lenders. The Amendment amends certain covenants that, among other items, permit the offering of senior notes referred to in Item 8.01 below (the "***Notes Offering***").

Item 7.01 Regulation FD Disclosure.

In connection with the Notes Offering, the Company is disclosing under this Item 7.01 of this Report the information included as Exhibit 99.1 hereto, which is incorporated herein by reference. The information included in Exhibit 99.1 is excerpted from the Preliminary Offering Memorandum, dated June 23, 2014, that is being delivered to potential investors in connection with the Notes Offering and is provided in this Item 7.01 of this Report to satisfy the Company's public disclosure requirements under Regulation FD.

The information disclosed under this Item 7.01, including Exhibits 99.1, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "***Exchange Act***"), and shall not be deemed incorporated by reference into any filing made under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing. The furnishing of this information pursuant to Item 7.01 shall not be deemed an admission by the Company as to the materiality of such information.

Item 8.01 Other Events.

On June 23, 2014, the Company issued a press release announcing that it intends to sell $250 million in aggregate principal amount of senior notes due 2022 to eligible purchasers in a private placement under Rule 144A and Regulation S under the Securities Act. The Company intends to use the net proceeds from the offering to repay borrowings outstanding under its Loan Agreement. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Excerpts from a Confidential Offering Memorandum dated June 23, 2014 in connection with the Notes Offering.
99.2	Press Release dated June 23, 2014.

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.

Dated: June 23, 2014

By: /s/ Brian E. Taylor
Brian E. Taylor
Vice President, Chief Financial Officer and Treasurer

Excerpt from Preliminary Offering Memorandum dated June 23, 2014

From fiscal year 2012 to the twelve months ended April 30, 2014, our total revenues increased from $792 million to $1,278 million. Over the same period, Adjusted EBITDA has increased from $52 million to $195 million with Adjusted EBITDA margins improving by approximately 870 basis points. For the twelve months ended April 30, 2014, the retail segment contributed 83% of total revenues and 84% of total operating income. With average sales of $14.1 million per location for the twelve months ended April 30, 2014, our stores generated attractive unit economics and all of our stores open for greater than one month generated positive operating income on a four-wall basis and after the allocation of overhead costs during this period. The credit segment contributed 17% of total revenue and 16% of total operating income for the twelve months ended April 30, 2014.

The following table provides a summary of the historical consolidated financial and operating data for Conn's and its subsidiaries for the periods and at the dates indicated. The summary financial information presented below as of and for the years ended January 31, 2014, 2013 and 2012 has been derived from our audited consolidated financial statements included in our Form 10-Ks previously filed. The summary financial information presented below as of and for the three months ended April 30, 2014 and 2013 has been derived from our unaudited interim consolidated financial statements included in our Form 10-Qs previously filed. Our results of operations for the twelve months ended April 30, 2014 have been derived by summing our historical results for the year ended January 31, 2014 and our historical results for the three months ended April 30, 2014, then subtracting our historical results for the three months ended April 30, 2013 with no other adjustments. Our results of operations for the three months ended April 30, 2014 are not necessarily indicative of the results that may be expected for the full year.

	Twelve months ended April 30,	Three months ended April 30,		Year ended January 31,		
	2014	2014	2013	2014	2013	2012
	(dollars in thousands)					
Consolidated statement of earnings:						
Statement Operations:						
Revenues:						
Product sales	$ 967,277	$254,220	$190,860	$ 903,917	$649,516	$596,360
Repair service agreement commissions(1)	79,936	20,254	15,989	75,671	51,648	42,078
Service revenues(2)	12,808	3,155	2,599	12,252	13,103	15,246
Total net sales	1,060,021	277,629	209,448	991,840	714,267	653,684
Finance charges and other(3)	218,133	57,819	41,615	201,929	150,765	138,618
Total revenues	1,278,154	335,448	251,063	1,193,769	865,032	792,302
Costs and expenses:						
Cost of goods sold, including warehousing and occupancy costs	626,046	160,782	123,457	588,721	454,682	455,493
Cost of parts sold, including warehousing and occupancy costs	5,340	1,419	1,406	5,327	5,965	6,527
Selling, general and administrative expense	366,477	100,204	73,255	339,528	253,189	237,098
Provision for bad debts	104,545	22,258	13,937	96,224	47,659	53,555
Charges and credits(4)	3,871	1,754	—	2,117	3,025	9,928
Total costs and expenses	1,106,279	286,417	212,055	1,031,917	764,520	762,601

	Twelve months ended April 30, 2014	Three months ended April 30, 2014	Three months ended April 30, 2013	Year ended January 31, 2014	Year ended January 31, 2013	Year ended January 31, 2012
	(dollars in thousands)					
Operating income	171,875	49,031	39,008	161,852	100,512	29,701
Interest expense, net	16,176	4,724	3,871	15,323	17,047	22,457
Loss from early extinguishment of debt(5)	—	—	—	—	897	11,056
Other (income) expense	16	—	(6)	10	(153)	70
Income (loss) before income taxes	155,683	44,307	35,143	146,519	82,721	(3,882)
Provision (benefit) for income taxes	55,941	15,838	12,967	53,070	30,109	(159)
Net income (loss)	$ 99,742	$ 28,469	$ 22,176	$ 93,449	$ 52,612	$ (3,723)
Earnings (loss) per common share:						
Basic	$ 2.77	$ 0.79	$ 0.63	$ 2.61	$ 1.60	$ (0.12)
Diluted	$ 2.70	$ 0.77	$ 0.61	$ 2.54	$ 1.56	$ (0.12)
Average common shares outstanding:						
Basic	35,980	36,134	35,313	35,779	32,862	31,860
Diluted	36,940	36,925	36,452	36,861	33,768	31,860
Operating and Other Financial Data:						
Stores open at end of period	79	79	70	79	68	65
Same stores sales growth(6)	26.2%	15.6%	16.5%	26.5%	14.3%	2.8%
Retail gross margin(7)	40.2%	41.4%	40.3%	39.9%	35.2%	28.7%
Gross margin(8)	50.6%	51.6%	50.3%	50.2%	46.7%	41.7%
Operating margin(9)	13.4%	14.6%	15.5%	13.6%	11.6%	3.7%
Return on average equity(10)	17.6%	18.8%	18.1%	17.6%	12.7%	(1.1%)
Capital expenditures, net(11)	$ 59,129	$ 14,268	$ 7,222	$ 52,083	$ 9,471	$ 4,386
Rent expense(12)	33,279	9,458	6,584	30,405	21,537	22,132
Percent of retail sales financed in-house, including down payment	77.9%	77.5%	74.0%	77.3%	70.9%	60.4%
Provision for bad debts as a percentage of average outstanding balance(13)	11.0%	8.2%	7.3%	11.0%	7.0%	8.5%
Net charge-offs as a percent of average outstanding balance(14)	8.4%	7.8%	6.1%	8.0%	8.0%	7.5%
Weighted average monthly payment rate(15)	5.2%	5.8%	6.2%	5.3%	5.4%	5.6%
Adjusted EBITDA(16)	$194,930	$ 56,237	$ 42,459	$181,152	$116,090	$ 51,649
Total debt (period end)	517,705	517,705	293,995	536,051	295,057	321,704
Ratio of total debt to adjusted EBITDA	2.7			3.0	2.5	6.2

(1) Includes commissions from sales of third-party repair service agreements and replacement product programs, and income from company-obligor repair service agreements.

(2) Includes revenues derived from parts sales and labor sales on products serviced for customers, both covered under manufacturer’s warranty and outside manufacturer’s warranty coverage.

(3) Includes primarily interest income and fees earned on credit accounts and commissions earned from the sale of third-party credit insurance products.
(4) Includes the following charges and credits:

	Twelve months ended April 30, 2013	Three months ended April 30, 2014	Three months ended April 30, 2013	Year ended January 31, 2014	Year ended January 31, 2013	Year ended January 31, 2012
	(in thousands)					
Store and facility closure and relocation costs	$ 3,871	$ 1,754	$ —	$2,117	$ 869	$7,096
Impairment of long-lived assets	—	—	—	—	—	2,019
Costs related to office relocation	—	—	—	—	1,202	—
Employee severance	—	—	—	—	628	813
Vehicle lease terminations	—	—	—	—	326	—
	$ 3,871	$ 1,754	$ —	$2,117	$3,025	$9,928

(5) Includes the write-off of unamortized financing fees associated primarily with amendment and restatement of the asset-based loan facility in fiscal 2013 and the termination of the securitization program in fiscal 2012.
(6) Same store sales is calculated by comparing the reported sales for all stores that were open during the entirety of a period and the entirety of the same period during the prior fiscal year. Sales from closed stores, if any, are removed from each period. Sales from relocated stores have been included in each period because each such store was relocated within the same general geographic market. Sales from expanded stores have been included in each period.
(7) Retail gross margin percentage is defined as the sum of product sales and repair service agreement commissions less cost of goods sold, divided by the sum of product sales and repair service agreement commissions.
(8) Gross margin percentage is defined as total revenues less cost of goods and parts sold, including warehousing and occupancy cost, divided by total revenues.
(9) Operating margin is defined as operating income divided by total revenues.
(10) Return on average equity is calculated as current period net income (loss) divided by the average of the beginning and ending equity.
(11) Represents the amount of property and equipment purchased net of proceeds from the sales of any property and equipment.
(12) Rent expense includes rent expense incurred on our properties, equipment and vehicles, and is net of any rental income received.
(13) Amount does not include retail segment provision for bad debts.
(14) Represents net charge-offs for the fiscal year divided by the average balance of the credit portfolio for the fiscal year.
(15) Represents the weighted average of monthly gross cash collections received on the credit portfolio as a percentage of the average monthly beginning portfolio balance for each period.
(16) Adjusted EBITDA is not a financial measure presented in accordance with accounting principles generally accepted in the United States of America ("GAAP"). We believe that the presentation of this non-GAAP financial measure provides useful information to investors in assessing our financial condition and results of operations. We define adjusted EBITDA as income (loss) before income taxes, plus interest expense, depreciation and amortization, stock compensation, charges and credits and loss from early extinguishment of debt, less amortization included in interest expense.

Income (loss) before income taxes is the GAAP financial measure most directly comparable to adjusted EBITDA. Our non-GAAP financial measure should not be considered as an alternative to the most directly comparable GAAP financial measure. Furthermore, this non-GAAP financial measure has limitations as an analytical tool because it excludes some but not all items that affect the most directly comparable GAAP financial measure. Some of these limitations include:

- certain items excluded from adjusted EBITDA are significant components in understanding and assessing a company's financial performance, such as a company's cost of capital and tax structure;
- adjusted EBITDA does not reflect our cash expenditures or future requirements for capital expenditures or contractual commitments;
- adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs;
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and adjusted EBITDA does not reflect any cash requirements for such replacements; and
- our computations of adjusted EBITDA may not be comparable to other similarly titled measures of other companies.

We compensate for the limitations of adjusted EBITDA as an analytical tool by reviewing the comparable GAAP financial measure, understanding the differences between the financial measures and incorporating these data points into our decision-making process. Adjusted EBITDA should not be considered in isolation or as a substitute for analysis of our results as reported under GAAP. Because adjusted EBITDA may be defined differently by other companies in our industry, our definition of this non-GAAP financial measure may not be comparable to similarly titled measures of other companies, thereby diminishing its utility.

The following table provides a reconciliation of adjusted EBITDA to income (loss) before income taxes for the periods specified below.

	Twelve months ended April 30,	Three months ended April 30,		Year ended January 31,		
	2014	2014	2013	2014	2013	2012
	(dollars in thousands)					
Income (loss) before income taxes	$ 155,683	$44,307	$35,143	$146,519	$ 82,721	$ (3,882)
Plus:						
Interest expense	16,176	4,724	3,871	15,323	17,047	22,457
Depreciation and amortization	17,890	5,037	3,964	16,817	13,891	12,869
Amortization included in interest expense	(2,888)	(675)	(1,360)	(3,573)	(4,436)	(3,133)
Stock compensation	4,198	1,090	841	3,949	2,945	2,354
Charges and credits(a)	3,871	1,754	—	2,117	3,025	9,928
Loss from early extinguishment of debt	—	—	—	—	897	11,056
Adjusted EBITDA	$ 194,930	$56,237	$42,459	$181,152	$116,090	$51,649

(a) See footnote (4) above

Exhibit 99.2

FOR IMMEDIATE RELEASE:

Conn's, Inc. Announces $250 Million Private Offering of Senior Notes

THE WOODLANDS, TEXAS – June 23, 2014 – Conn's, Inc. (NASDAQ: CONN), a specialty retailer of furniture, mattresses, home appliances, consumer electronics and provider of consumer credit, today announced that, subject to market conditions, it intends to offer $250 million in aggregate principal amount of senior notes due 2022 for sale to eligible purchasers in a private offering (the "Notes Offering").

Conn's, Inc. intends to use the net proceeds from the Notes Offering to repay a portion of the current borrowings under its asset-based revolving credit facility.

The notes have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements of the Securities Act or the securities laws of any other jurisdiction. Accordingly, the notes are expected to be eligible for resale in the United States only to qualified institutional buyers and outside the United States to non-U.S. persons in compliance with Regulation S. This announcement shall not constitute an offer to sell or a solicitation of an offer to buy any of these securities nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

CONN-G

Conn's, Inc.
Director, Investor Relations
Kim P. Canning (936) 230-5899