

STASYSZEN RICHARD E  
Form 4  
March 29, 2018

**FORM 4**

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
STASYSZEN RICHARD E

(Last) (First) (Middle)

2425 WEST LOOP SOUTH

(Street)

HOUSTON, TX 77027

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

STAGE STORES INC [SSI]

3. Date of Earliest Transaction  
(Month/Day/Year)

03/27/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify  
below)

SVP, Finance and Controller

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
**(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|

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| (Instr. 3)                       | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) |        |     | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
|----------------------------------|------------------------------------|------------------|------------|------------------------------------------------------------|--------|-----|---------------------|--------------------|-----------------|-------------------------------------|
|                                  |                                    |                  | Code       | V                                                          | (A)    | (D) |                     |                    |                 |                                     |
| 2018<br>Restricted<br>Stock Unit | (1)                                | 03/27/2018       | A          |                                                            | 40,000 |     | (2)                 | (2)                | Common<br>Stock | 40,000                              |
| -<br>3/27/2018                   |                                    |                  |            |                                                            |        |     |                     |                    |                 |                                     |
| 2017<br>Restricted<br>Stock Unit | (1)                                | 03/27/2018       | M          |                                                            | 9,375  |     | (3)                 | (3)                | Common<br>Stock | 9,375<br>(4)                        |
| -<br>3/28/2017                   |                                    |                  |            |                                                            |        |     |                     |                    |                 |                                     |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                             |       |
|------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
|                                                                  | Director      | 10% Owner | Officer                     | Other |
| STASYSZEN RICHARD E<br>2425 WEST LOOP SOUTH<br>HOUSTON, TX 77027 |               |           | SVP, Finance and Controller |       |

## Signatures

/s/ Richard E.  
Stasyszen

03/29/2018

\_\_Signature of Reporting  
Person

Date

## Explanation of Responses:

\* 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).

Each restricted stock unit (RSU) represents the right to receive, at settlement, cash equal to the fair market value of one share of the

- (1) Issuer's common stock on the vesting date. Upon vesting, each cash settlement shall not exceed five times the per share fair market value of the Issuer's common stock on the grant date multiplied by the number of RSUs vesting.
- (2) The RSUs vest 25% per year on the first four anniversary dates from the grant date of March 27, 2018.
- (3) The RSUs vest 25% per year on the first four anniversary dates from the grant date of March 28, 2017.
- (4) Represents the portion of the cash-settled RSUs granted on March 28, 2017 that vested on March 28, 2018. Vested RSUs are to be settled within 30 days after the vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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