

CONNS INC  
Form SC 13G/A  
February 14, 2017

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

---

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

CONN'S, INC.  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

208242107  
(CUSIP Number)

December 31, 2016  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Continued on following pages  
Page 1 of 10 Pages  
Exhibit Index: Page 9

---

SCHEDULE 13G

CUSIP No. : 208242107 Page 2 of 10 Pages

1. Names of Reporting Persons.  
  
ANCHORAGE CAPITAL GROUP,  
L.L.C.
  2. Check the Appropriate Box if a  
Member of a Group  
  
(a)   
(b)
  3. SEC Use Only
  4. Citizenship or Place of Organization  
  
Delaware
  5. Sole Voting Power 0
  6. Shared Voting Power 4,553,958
  7. Sole Dispositive Power 0
  8. Shared Dispositive Power 4,553,958
  9. Aggregate Amount Beneficially  
Owned by Each Reporting Person  
  
4,553,958
  10. Check if the Aggregate Amount in  
Row (9) Excludes Certain Shares (See  
Instructions)
  11. Percent of Class Represented by  
Amount in Row (9)  
  
14.8%
  12. Type of Reporting Person:  
  
OO, IA
-

SCHEDULE 13G

CUSIP No. : 208242107 Page 3 of 10 Pages

1. Names of Reporting Persons.

ANCHORAGE ADVISORS  
MANAGEMENT, L.L.C.

2. Check the Appropriate Box if a  
Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of 5. Sole Voting Power 0

Shares 6. Shared Voting Power 4,553,958

Beneficially 7. Sole Dispositive Power 0

Owned by 8. Shared Dispositive Power 4,553,958

Each Reporting Person With 9. Aggregate Amount Beneficially  
Owned by Each Reporting Person

4,553,958

10. Check if the Aggregate Amount in  
Row (9) Excludes Certain Shares (See  
Instructions)

11. Percent of Class Represented by  
Amount in Row (9)

14.8%

12. Type of Reporting Person:

OO, HC

---

SCHEDULE 13G

CUSIP No. : 208242107 Page 4 of 10 Pages

1. Names of Reporting Persons.

KEVIN M. ULRICH

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Canada

Number of 5. Sole Voting Power 0

Shares Beneficially 6. Shared Voting Power 4,553,958

Owned by Each 7. Sole Dispositive Power 0

Reporting Person With 8. Shared Dispositive Power 4,553,958

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,553,958

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

14.8%

12. Type of Reporting Person:

IN, HC

SCHEDULE 13G

CUSIP No. : 208242107 Page 5 of 10 Pages

1. Names of Reporting Persons.

ANCHORAGE CAPITAL MASTER  
OFFSHORE, LTD.

2. Check the Appropriate Box if a  
Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

Number of 5. Sole Voting Power 0

Shares 6. Shared Voting Power 4,553,958

Beneficially Owned by 7. Sole Dispositive Power 0

Each Reporting Person With 8. Shared Dispositive Power 4,553,958

9. Aggregate Amount Beneficially  
Owned by Each Reporting Person

4,553,958

10. Check if the Aggregate Amount in  
Row (9) Excludes Certain Shares (See  
Instructions)

11. Percent of Class Represented by  
Amount in Row (9)

14.8%

12. Type of Reporting Person:

OO

Page 6 of 10 Pages

Item 1(a). Name of Issuer:

Conn's, Inc. (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

4055 Technology Forest Blvd., Suite 210  
The Woodlands, TX 77381

Item 2(a). Name of Person Filing:

This Statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- i) Anchorage Capital Group, L.L.C. ("Capital Group");
- ii) Anchorage Advisors Management, L.L.C. ("Management");
- iii) Kevin M. Ulrich ("Mr. Ulrich"); and
- iv) Anchorage Capital Master Offshore, Ltd. ("ACMO").

This statement relates to Shares (as defined herein) held for the account of ACMO. Capital Group is the investment advisor to ACMO. Management is the sole managing member of Capital Group. Mr. Ulrich is the Chief Executive Officer of Capital Group and the senior managing member of Management.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of the Reporting Persons is 610 Broadway, 6th Floor, New York, NY 10012.

Item 2(c). Citizenship:

- i) Capital Group is a Delaware limited liability company;
- ii) Management is a Delaware limited liability company;
- iii) Mr. Ulrich is a citizen of Canada; and
- iv) ACMO is a Cayman Islands exempted company incorporated with limited liability.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.01 per share (the "Shares")

Item 2(e). CUSIP Number:

208242107

Item 3. If This Statement is Filed Pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c),  
Check Whether the Person Filing is a:

This Item 3 is not applicable.

---

Page 7 of 10 Pages

Item 4. Ownership:

Item 4(a) Amount Beneficially Owned:

As of December 31, 2016, each of the Reporting Persons may be deemed the beneficial owner of 4,553,958 Shares held for the account of ACMO.

Item 4(b) Percent of Class:

As of December 31, 2016, each of the Reporting Persons may be deemed the beneficial owner of approximately 14.8% of Shares outstanding. (There were 30,859,250 Shares outstanding as of November 29, 2016, according to the Issuer's quarterly report on Form 10-Q, filed December 6, 2016.)

Item 4(c) Number of Shares of which such person  
has:

Capital Group, Management, Mr. Ulrich and ACMO:

(i) Sole power to vote or direct the vote:	0
(ii) Shared power to vote or direct the vote:	4,553,958
(iii) Sole power to dispose or direct the disposition of:	0
(iv) Shared power to dispose or direct the disposition of:	4,553,958

Item 5. Ownership of Five Percent or Less of a Class:

This Item 5 is not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

This Item 6 is not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person:

See disclosure in Item 2 hereof.

Item 8. Identification and Classification of Members of the Group:

This Item 8 is not applicable.

Item 9. Notice of Dissolution of Group:

This Item 9 is not applicable.

Item 10. Certification:



By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

---

Page 8 of 10 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

ANCHORAGE CAPITAL  
GROUP, L.L.C.

By: /s/ Kevin M. Ulrich  
Name: Kevin M. Ulrich  
Title: Chief Executive Officer

ANCHORAGE ADVISORS  
MANAGEMENT, L.L.C.

By: /s/ Kevin M. Ulrich  
Name: Kevin M. Ulrich  
Title: Senior Managing Member

KEVIN M. ULRICH

/s/ Kevin M. Ulrich

ANCHORAGE  
CAPITAL MASTER  
OFFSHORE, LTD.

By: /s/ Natalie Birrell  
Name: Natalie Birrell  
Title: Director

February 14, 2017

---

Page 9 of 10 Pages

EXHIBIT INDEX

Ex. Page No.

A Joint Filing Agreement 10

EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G with respect to the Common Stock of Conn's, Inc. dated as of February 14, 2017 is, and any amendments thereto (including amendments on Schedule 13D) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

ANCHORAGE CAPITAL  
GROUP, L.L.C.

By: /s/ Kevin M. Ulrich  
Name: Kevin M. Ulrich  
Title: Chief Executive Officer

ANCHORAGE ADVISORS  
MANAGEMENT, L.L.C.

By: /s/ Kevin M. Ulrich  
Name: Kevin M. Ulrich  
Title: Senior Managing Member

KEVIN M. ULRICH

/s/ Kevin M. Ulrich

ANCHORAGE  
CAPITAL MASTER  
OFFSHORE, LTD.

By: /s/ Natalie Birrell  
Name: Natalie Birrell  
Title: Director

February 14, 2017

