

CONNS INC
Form SC 13G/A
February 16, 2016

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

CONN'S, INC.
(Name of Issuer)

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

208242107
(CUSIP Number)

December 31, 2015
(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
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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
- Number of Shares Beneficially Owned by Each Reporting Person With

5. Sole Voting Power	0
6. Shared Voting Power	4,870,657 (1)
7. Sole Dispositive Power	0
8. Shared Dispositive Power	4,870,657 (1)
9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,870,657 (1)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)

15.1%
12. Type of Reporting Person:

OO, IA

(1) This amount includes 1,250,000 Shares that may be acquired upon exercise of options.

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 Shares Beneficially Owned by Each Reporting Person With

5. Sole Voting Power	0
6. Shared Voting Power	4,870,657 (1)
7. Sole Dispositive Power	0
8. Shared Dispositive Power	4,870,657 (1)
9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,870,657 (1)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)

15.1%
12. Type of Reporting Person:

OO, HC

(1) This amount includes 1,250,000 Shares that may be acquired upon exercise of options.

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
5. Sole Voting Power 0
6. Shared Voting Power 4,870,657 (1)
7. Sole Dispositive Power 0
8. Shared Dispositive Power 4,870,657 (1)
9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,870,657 (1)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)

15.1%
12. Type of Reporting Person:

IN, HC

(1) This amount includes 1,250,000 Shares that may be acquired upon exercise of options.

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 Shares Beneficially Owned by Each Reporting Person With

5. Sole Voting Power	0
6. Shared Voting Power	4,870,657 (1)
7. Sole Dispositive Power	0
8. Shared Dispositive Power	4,870,657 (1)
9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,870,657 (1)
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)

15.1%
12. Type of Reporting Person:

OO

(1) This amount includes 1,250,000 Shares that may be acquired upon exercise of options.

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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.

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Item 4. Ownership:

Item 4(a) Amount Beneficially Owned:

As of December 31, 2015, each of the Reporting Persons may be deemed the beneficial owner of 4,870,657 Shares held for the account of ACMO, which includes 3,620,657 Shares and 1,250,000 Shares that may be acquired upon exercise of options.

Item 4(b) Percent of Class:

As of December 31, 2015, each of the Reporting Persons may be deemed the beneficial owner of approximately 15.1% of Shares outstanding. (There were 32,244,955 Shares outstanding as of December 3, 2015, according to the Issuer's quarterly report on Form 10-Q, filed December 8, 2015.)

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:	4,870,657
(iii) Sole power to dispose or direct the disposition of:	0
(iv) Shared power to dispose or direct the disposition of:	4,870,657

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.

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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 16, 2016

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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 16, 2016 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 16, 2016

