

STAMPS.COM INC

Form 4

February 13, 2017

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MILLER LLOYD I III**

(Last) (First) (Middle)

**3300 SOUTH DIXIE  
HIGHWAY, SUITE 1-365**

(Street)

**WEST PALM BEACH, FL 33405**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**STAMPS.COM INC [STMP]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/10/2017**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/10/2017		S <sup>(1)</sup>	6 D	\$ 129 111,909 <sup>(2)</sup>	I	By Milfam II L.P.
Common Stock					195,269	D	
Common Stock					38,019 <sup>(2)</sup>	I	By Milfam I L.P.
Common Stock					29,306 <sup>(2)</sup>	I	By Trust Account
Common Stock					105,350 <sup>(2)</sup>	I	By Trust A-4 - Lloyd I. Miller

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Common Stock	9,381 <sup>(2)</sup>	I	By Trust C - Lloyd I. Miller
Common Stock	1,000 <sup>(2)</sup>	I	By Lloyd I. Miller, IV brokerage account
Common Stock	1,000 <sup>(2)</sup>	I	By AMIL of Ohio, LLC

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

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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 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 Underlying Securities (Instr. 3 and 4)	8. Puts, Calls, Warrants, or Other Derivative Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Common Stock)	\$ 23.18							06/13/2012	06/13/2022	Common Stock	5,000
Stock Option (Common Stock)	\$ 37.19							06/12/2013	06/12/2023	Common Stock	5,000
Stock Option (Common Stock)	\$ 34.03							06/11/2014	06/11/2024	Common Stock	5,000
Stock	\$ 70.77							06/17/2015	06/17/2025	Common	5,000

Option  
(Common  
Stock)

Stock

Stock  
Option  
(Common  
Stock) \$ 90.68

06/13/2016 06/13/2026 Common  
Stock 5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director   10% Owner   Officer   Other
MILLER LLOYD I III 3300 SOUTH DIXIE HIGHWAY SUITE 1-365 WEST PALM BEACH, FL 33405	X

## Signatures

/s/ Paul N. Silverstein  
Attorney-in-fact

02/13/2017

\_\_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).
- (1) This sale was executed pursuant to a pre-arranged trading plan compliant with Rule 10b5-1.

- The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. This filing
- (2) shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any equity securities covered by this filing.

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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