

STAMPS.COM INC
Form 4
June 15, 2016

FORM 4

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

OMB APPROVAL

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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

(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)
06/13/2016

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 195,669 ⁽¹⁾ | D | |
| Common Stock | | | | | 64,306 ⁽¹⁾ ⁽²⁾ | I | By Trust Account |
| Common Stock | | | | | 38,019 ⁽²⁾ | I | By Milfam I L.P. |
| Common Stock | | | | | 203,915 ⁽²⁾ | I | By Milfam II L.P. |
| Common Stock | | | | | 105,350 ⁽²⁾ | I | By Trust A-4 - Lloyd I. Miller |

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| | | | |
|--------------|------------------|---|--|
| Common Stock | 0 <u>(1)</u> | I | By Milgrat (Z9) |
| Common Stock | 9,381 <u>(2)</u> | I | By Trust C - Lloyd I. Miller |
| Common Stock | 1,000 <u>(2)</u> | I | By Lloyd I. Miller, IV brokerage account |
| Common Stock | 1,000 <u>(2)</u> | 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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(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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | |
| 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 |
| | \$ 70.77 | | | | | 06/17/2015 | 06/17/2025 | | 5,000 |

| | | | | | | | | | |
|--------------------------------------|----------|------------|---|-------|------------|------------|--|-----------------|-------|
| Stock Option (Common Stock) | | | | | | | | Common Stock | |
| Stock Option (Common Stock) | \$ 90.68 | 06/13/2016 | A | 5,000 | 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/ David J. Hoyt
Attorney-in-fact

06/15/2016

__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) On June 6, 2016, 5,270 securities held by Milgrat (Z9) were transferred to Lloyd I. Miller, III and 5,269 securities held by Milgrat (Z9) were transferred to the Trust Account. Such transactions only effected a change in the form of beneficial ownership without changing the reporting person's pecuniary interest in such securities and was exempt from Section 16 of the Securities Exchange Act of 1934 pursuant to Rule 16a-13.

(2) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. This filing 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.

(3) No purchase price was paid for these options. These options were granted pursuant to the non-employee director automatic option grant program.

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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