

CONNS INC
Form SC 13G
February 13, 2015

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

Conn's Inc.
(Name of Issuer)

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

208242107
(CUSIP Number)

December 31, 2014
(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. Beneficial ownership information contained herein is given as of the date listed above.

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).

1 Names of Reporting Persons.

Greenlight Capital, Inc.

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(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 shares	
	6	Shared Voting Power
	2,081,500 shares	
	7	Sole Dispositive Power
	0 shares	
	8	Shared Dispositive Power
	2,081,500 shares	

9 Aggregate Amount Beneficially Owned by Each Reporting Person

2,081,500 shares

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

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

5.7%

12 Type of Reporting Person (See Instructions)

IA

1 Names of Reporting Persons.

DME Advisors, LP

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(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	shares
	6	Shared Voting Power
	503,800	shares
	7	Sole Dispositive Power
	0	shares
	8	Shared Dispositive Power
	503,800	shares

9 Aggregate Amount Beneficially Owned by Each Reporting Person

503,800 shares

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

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

1.4%

12 Type of Reporting Person (See Instructions)

IA

1 Names of Reporting Persons.

DME Capital Management, LP

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(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	shares
	6	Shared Voting Power
	914,700	shares
	7	Sole Dispositive Power
	0	shares
	8	Shared Dispositive Power
	914,700	shares

9 Aggregate Amount Beneficially Owned by Each Reporting Person

914,700 shares

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

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

2.5%

12 Type of Reporting Person (See Instructions)

IA

1 Names of Reporting Persons.

DME Advisors GP, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(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	shares
	6	Shared Voting Power
	1,418,500	shares
	7	Sole Dispositive Power
	0	shares
	8	Shared Dispositive Power
	1,418,500	shares

9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,418,500 shares

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

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

3.9%

12 Type of Reporting Person (See Instructions)

HC

1 Names of Reporting Persons.

David Einhorn

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☐

3 SEC Use Only

4 Citizenship or Place of Organization.

U.S. Citizen

Number of Shares Beneficially Owned by Each Reporting Person With	5	Sole Voting Power
	0	shares
	6	Shared Voting Power
	3,563,000	shares
	7	Sole Dispositive Power
	0	shares
	8	Shared Dispositive Power
	3,563,000	shares

9 Aggregate Amount Beneficially Owned by Each Reporting Person

3,563,000 shares

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

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

9.8%

12 Type of Reporting Person (See Instructions)

HC

SCHEDULE 13G

This Schedule 13G relating to Common Stock, par value \$0.01 per share ("Common Stock"), of Conn's Inc., a Delaware corporation (the "Issuer"), is being filed on behalf of Greenlight Capital, Inc., a Delaware corporation ("Greenlight Inc."), DME Advisors, LP, a Delaware limited partnership ("DME Advisors"), DME Capital Management, LP, a Delaware limited partnership ("DME CM"), DME Advisors GP, LLC, a Delaware limited liability company ("DME GP" and together with Greenlight Inc., DME Advisors and DME CM, "Greenlight"), and Mr. David Einhorn, the principal of Greenlight (collectively with Greenlight, the "Reporting Persons").

This Schedule 13G relates to Common Stock of the Issuer held by Greenlight for the account of private investment funds and other accounts for which Greenlight acts as investment manager (or general partner of the investment manager) and with respect to which Mr. Einhorn may be deemed to have indirect investment and/or voting power as the principal of Greenlight and other affiliated entities. DME GP is the general partner of DME Advisors and of DME CM.

The filing of this Schedule 13G shall not be construed as an admission that any of the Reporting Persons is for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, the beneficial owner of any of the Common Shares reported herein. Pursuant to Rule 13d-4, each of the Reporting Persons disclaims all such beneficial ownership except to the extent of its pecuniary interest in any Common Shares, if applicable.

Item 1.

(a) Name of Issuer

Conn's Inc.

(b) Address of Issuer's Principal Executive Offices

4055 Technology Forest Blvd, Suite 210, The Woodlands, Texas 77381

Item 2.

(a) Name of Person Filing

Greenlight Capital, Inc.
DME Advisors, LP
DME Capital Management, LP
DME Advisors GP, LLC
David Einhorn

(b) Address of Principal Business Office or, if none, Residence

The principal business office of each the Reporting Persons is 140 East 45th Street, 24th Floor, New York, New York 10017.

(c) Citizenship

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Greenlight Inc. is a corporation organized under the laws of the State of Delaware.

DME Advisors is a limited partnership organized under the laws of the State of Delaware.

DME CM is a limited partnership organized under the laws of the State of Delaware.

DME GP is a limited liability company organized under the laws of the State of Delaware.

David Einhorn is a United States citizen.

(d) Title of Class of Securities

Common Stock, par value \$0.01 per share

(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:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) ☐ Insurance Company as defined in Section 3(a)(19) of the Act
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) ☒ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) ☒ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned

Greenlight Inc. may be deemed the beneficial owner of 2,081,500 shares of Common Stock.

DME Advisors may be deemed the beneficial owner of 503,800 shares of Common Stock.

DME CM may be deemed the beneficial owner of 914,700 shares of Common Stock.

DME GP may be deemed the beneficial owner of 1,418,500 shares of Common Stock.

David Einhorn may be deemed the beneficial owner of 3,563,000 shares of Common Stock.

(b) Percent of Class

The information set forth in Rows 5 through 11 of the cover page for each Reporting Person is hereby incorporated by reference into this Item 4(b) for each such Reporting Person. The percentages reported herein have been determined by dividing the number of shares of Common Stock beneficially owned by each of the Reporting Persons by 36,297,211, the number of Common Shares outstanding as of December 4, 2014, as reported in the Quarterly Report on Form 10-Q filed by the Issuer on December 10, 2014 with the SEC.

(c) Number of shares as to which such person has voting and dispositive power:

The information set forth in Rows 5 through 11 of the cover page for each Reporting Person is hereby incorporated by reference into this Item 4(c) for each such Reporting Person.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Not applicable.

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

Not applicable.

Item 7.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

Exhibits Exhibit

99.1 Joint Filing Agreement by and among the Reporting Persons.

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.

Date: February 13, 2015

GREENLIGHT CAPITAL, INC.

By: /s/ DANIEL ROITMAN
Daniel Roitman
Chief Operating Officer

DME ADVISORS, LP

By: DME Advisors GP, LLC,
its General Partner

By: /s/ DANIEL ROITMAN
Daniel Roitman
Chief Operating Officer

DME CAPITAL MANAGEMENT, LP

By: DME Advisors GP, LLC,
its General Partner

By: /s/ DANIEL ROITMAN
Daniel Roitman
Chief Operating Officer

DME ADVISORS GP, LLC

By: /s/ DANIEL ROITMAN
Daniel Roitman
Chief Operating Officer

/s/ DANIEL ROITMAN*
Daniel Roitman, on behalf of David Einhorn

* The Power of Attorney executed by David Einhorn, authorizing the signatory to sign and file this Schedule 13G on David Einhorn's behalf, filed as Exhibit 99.2 to the Schedule 13G filed with the Securities and Exchange Commission on May 24, 2010 by the Reporting Persons with respect to the common stock of NCR Corporation, is hereby incorporated by reference.

