

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Luxor Capital Group, LP</u> (Last) (First) (Middle) 1114 AVENUE OF THE AMERICAS 29TH FLOOR (Street) NEW YORK NY 10036 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/08/2014	3. Issuer Name and Ticker or Trading Symbol <u>CONN INC [CONN]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$.01 par value ⁽¹⁾⁽²⁾	1,836,267	I ⁽³⁾	By: Luxor Capital Partners, LP
Common Stock, \$.01 par value ⁽¹⁾⁽²⁾	151,882	I ⁽⁴⁾	By: Separately Managed Account
Common Stock, \$.01 par value ⁽¹⁾⁽²⁾	2,031,319	I ⁽⁵⁾	By: Luxor Capital Partners Offshore Master Fund, LP
Common Stock, \$.01 par value ⁽¹⁾⁽²⁾	134,299	I ⁽⁶⁾	By: Luxor Spectrum Offshore Master Fund, LP
Common Stock, \$.01 par value ⁽¹⁾⁽²⁾	406,749	I ⁽⁷⁾	By: Luxor Wavefront, LP

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Notional Principal Amount Derivative Agreement ⁽¹⁾⁽²⁾	(8)(9)	07/20/2015	Common Stock, \$.01 par value	2,406,923	(8)(9)	I ⁽⁸⁾⁽⁹⁾	See Explanation of Responses ⁽⁸⁾⁽⁹⁾
Notional Principal Amount Derivative Agreement ⁽¹⁾⁽²⁾	(8)(9)	11/03/2015	Common Stock, \$.01 par value	1,079,982	(8)(9)	I ⁽⁸⁾⁽⁹⁾	See Explanation of Responses ⁽⁸⁾⁽⁹⁾
Notional Principal Amount Derivative Agreement ⁽¹⁾⁽²⁾	(8)(9)	11/11/2015	Common Stock, \$.01 par value	72,237	(8)(9)	I ⁽⁸⁾⁽⁹⁾	See Explanation of Responses ⁽⁸⁾⁽⁹⁾
Notional Principal Amount Derivative Agreement ⁽¹⁾⁽²⁾	(8)(9)	10/05/2015	Common Stock, \$.01 par value	151,687	(8)(9)	I ⁽⁸⁾⁽⁹⁾	See Explanation of Responses ⁽⁸⁾⁽⁹⁾

1. Name and Address of Reporting Person* <u>Luxor Capital Group, LP</u> (Last) (First) (Middle) 1114 AVENUE OF THE AMERICAS 29TH FLOOR (Street) NEW YORK NY 10036 (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>LUXOR CAPITAL PARTNERS OFFSHORE LTD</u> (Last) (First) (Middle)		
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C/O M&C CORPORATE SVCS LTD
PO BOX 309 GT UGLAND HOUSE

(Street)

GEORGE TOWN E9 00000

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Luxor Capital Partners, LP](#)

(Last)

(First)

(Middle)

1114 AVENUE OF THE AMERICAS
29TH FLOOR

(Street)

NEW YORK NY 10036

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Luxor Wavefront, LP](#)

(Last)

(First)

(Middle)

1114 AVENUE OF THE AMERICAS
29TH FLOOR

(Street)

NEW YORK NY 10036

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[LCG HOLDINGS LLC](#)

(Last)

(First)

(Middle)

1114 AVENUE OF THE AMERICAS
29TH FLOOR

(Street)

NEW YORK NY 10036

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[LUXOR SPECTRUM OFFSHORE LTD](#)

(Last)

(First)

(Middle)

C/O MAPLES CORPORATE SERVICES LTD
P.O. BOX 309 GT

(Street)

GEORGE TOWN E9 KY1-1104

(City)

(State)

(Zip)

Explanation of Responses:

1. This Form 3 is filed jointly by Luxor Capital Group, LP ("Luxor Capital Group"), Luxor Capital Partners, LP ("Onshore Fund"), Luxor Capital Partners Offshore, Ltd. ("Offshore Feeder Fund"), Luxor Spectrum Offshore, Ltd. ("Spectrum Feeder Fund"), Luxor Wavefront, LP ("Wavefront Fund"), LCG Holdings, LLC ("LCG Holdings"), Luxor Management, LLC ("Luxor Management") and Christian Leone (collectively, the "Reporting Persons").
2. Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that may be deemed to collectively beneficially own more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.
3. Securities owned directly by Onshore Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of Onshore Fund, may be deemed to beneficially own the securities owned directly by Onshore Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the securities owned directly by Onshore Fund.
4. Securities held in an account separately managed by Luxor Capital Group (the "Separately Managed Account"). Luxor Capital Group, as the investment manager of the Separately Managed Account, may be deemed to beneficially own the securities held in the Separately Managed Account. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of Luxor Management, may be deemed to beneficially own the securities held in the Separately Managed Account.
5. Securities owned directly by Luxor Capital Partners Offshore Master Fund, LP ("Offshore Master Fund"). Offshore Feeder Fund, as the owner of a controlling interest in Offshore Master Fund, may be deemed to beneficially own the securities owned directly by Offshore Master Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of Offshore Master Fund, may be deemed to beneficially own the securities owned directly by Offshore Master Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the securities owned directly by Offshore Master Fund.
6. Securities owned directly by Luxor Spectrum Offshore Master Fund, LP ("Spectrum Master Fund"). Spectrum Feeder Fund, as the owner of a controlling interest in Spectrum Master Fund, may be deemed to beneficially own the securities owned directly by Spectrum Master Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of Spectrum Master Fund, may be deemed to beneficially own the securities owned directly by Spectrum Master Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the securities owned directly by Spectrum Master Fund.

7. Securities owned directly by Wavefront Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of Wavefront Fund, may be deemed to beneficially own the securities owned directly by Wavefront Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the securities owned directly by Wavefront Fund.

8. Notional principal amount derivative agreement (the "Derivative Agreement") in the form of cash settled swaps entered into by each of the Onshore Fund, the Wavefront Fund, the Offshore Master Fund, the Spectrum Master Fund and the Separately Managed Account. Each of the Onshore Fund, the Wavefront Fund, the Offshore Master Fund, the Spectrum Master Fund and the Separately Managed Account have entered into Derivative Agreements representing an aggregate of 1,610,079, 300,296, 1,588,963, 100,308 and 111,183 shares of Common Stock, respectively, at strike prices ranging from 30.0271 to 43.6461.

9. The Derivative Agreements provide the Onshore Fund, the Wavefront Fund, the Offshore Master Fund, the Spectrum Master Fund and the Separately Managed Account with economic results that are comparable to the economic results of ownership payable on each settlement date applicable to the expiration or earlier termination of such Derivative Agreement, but do not provide them with the power to vote or direct the voting or dispose of or direct the disposition of the shares of Common Stock that are the subject of the Derivative Agreements (such shares, the "Subject Shares"). Each of the Onshore Fund, the Wavefront Fund, the Offshore Master Fund, the Spectrum Master Fund and the Separately Managed Account disclaim beneficial ownership in the Subject Shares. The counterparties to the Derivative Agreements are unaffiliated third party financial institutions.

Remarks:

/s/ Norris Nissim, as General
Counsel of Luxor
Management, LLC, General
Partner of Luxor Capital
Group, LP

09/10/2014

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.