

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

**FORM S-8
REGISTRATION STATEMENT**
Under
THE SECURITIES ACT OF 1933

CONN'S, INC
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

3295 College Street, Beaumont, Texas
(Address of principal executive offices)

06-1672840
(I.R.S. Employer
Identification No.)

77701
(Zip Code)

Conn's, Inc. Non-Employee Director Restricted Stock Plan
(Full title of the plan)

Sydney K. Boone, Jr., General Counsel
Conn's, Inc.
3295 College Street
Beaumont, Texas 77701
(409) 832-1696

copies to:

Thomas W. Hughes, Esq.
D. Forrest Brumbaugh, Esq.
Fulbright & Jaworski L.L.P.
2200 Ross Avenue, Suite 2800
Dallas, Texas 75220
(214) 855-8200
(Name, address, and telephone number of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Common Stock	300,000	\$5.78	\$1,734,000	\$ 201.32

- (1) Pursuant to Rule 416(a) under the Securities Act this Registration Statement shall also cover any additional shares of the Registrant's common stock in respect of the securities identified in the above table as a result of any stock dividend, stock split, recapitalization or other similar transaction
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) of the Securities Act of 1933, as amended (the "Securities Act"), the price per share and aggregate offering price are based upon the average of the high and low prices of the Registrant's common stock on June 13, 2011, as quoted on the NASDAQ Global Select Market.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information

Not filed as part of this Registration Statement pursuant to Note to Part 1 of Form S-8.

Item 2. Registrant Information and Employee Plan Annual Information

Not filed as part of this Registration Statement pursuant to Note to Part 1 of Form S-8.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents are hereby incorporated by reference into this Registration Statement:

(a) The Annual Report on Form 10-K for the fiscal year ended January 31, 2011.

(b) The Quarterly Report on Form 10-Q for the quarterly period ended April 30, 2011.

(c) The description of the Registrant's common stock, par value \$.01 per share, contained in the Registrant's registration statement on Form 8-A (No. 000-50421), including any other amendments or reports filed for the purpose of updating such description

(d) In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Item 4. Description of Securities

Not applicable. The class of securities to be offered is registered under Section 12 of the Exchange Act.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

Section 145 of the Delaware General Corporation Law, or the DGCL, provides that a corporation has the power to indemnify its officers, directors, employees and agents (or persons serving in such positions in another entity at the request of the corporation) against expenses, including attorney's fees, judgments, fines or settlement amounts actually and reasonably incurred by them in connection with the defense of any action to which such persons are a party or are threatened to be made a party by reason of being or having been directors or officers, if such person shall have acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation (and, with respect to any criminal action, had no

reasonable cause to believe the person's conduct was unlawful), except that if such action shall be by or in the right of the corporation, no such indemnification shall be provided as to any claim, issue or matter as to which such person shall have been judged to have been liable to the corporation unless and to the extent that the Court of Chancery of the State of Delaware, or another court in which the suit was brought, shall determine upon application that, in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnification. The Registrant's certificate of incorporation provides that the Registrant will indemnify its officers and directors to the fullest extent permitted by Delaware law.

As permitted by Section 102 of the DGCL, Article VII of the Registrant's certificate of incorporation provides that no director shall be liable to the Registrant or its stockholders for monetary damages for any breach of fiduciary duty as a director other than (1) for breaches of the director's duty of loyalty to the Registrant or its stockholders; (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) for the unlawful payment of dividends or unlawful stock purchases or redemption under Section 174 of the DGCL; or (4) for any transaction from which the director derived an improper personal benefit.

Item 7. Exemption from Registration Claimed

Not Applicable.

Item 8. Exhibits

- 5.1 Opinion of Fulbright & Jaworski L.L.P.
- 23.1 Consent of Ernst & Young LLP
- 23.2 Consent of Fulbright & Jaworski L.L.P. (included in Exhibit 5.1)
- 24.1 Power of Attorney (included in signature page)
- 99.1 Conn's, Inc. Non-Employee Director Restricted Stock Plan (incorporated by reference to Exhibit 10.2.2 to Conn's, Inc. Form 10-Q for the quarterly period ended April 30, 2011 (File No. 000-50421 as filed with the Securities and Exchange Commission on May 25, 2011))

Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed herein or any material change to such information herein;

provided, however, that paragraphs (1)(i) and (1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement;

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, as amended (the “Securities Act”), each filing of the registrant’s annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan’s annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) The undersigned Registrant hereby undertakes that insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Beaumont, Texas, on this 17th day of June 2011.

CONN'S, INC.

By: /s/ Michael J. Poppe
Name: Michael J. Poppe
Title: Executive Vice President and Chief Financial Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael J. Poppe and Sydney K. Boone, Jr., his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Marvin D. Brailsford</u> Marvin D. Brailsford	Director	June 17, 2011
<u>/s/ Jon E.M. Jacoby</u> Jon E.M. Jacoby	Director	June 17, 2011
<u>/s/ Bob L. Martin</u> Bob L. Martin	Director	June 17, 2011
<u>/s/ Douglas H. Martin</u> Douglas H. Martin	Director	June 17, 2011
<u>/s/ Scott L. Thompson</u> Scott L. Thompson	Director	June 17, 2011

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ William T. Trawick</u> William T. Trawick	Director	June 17, 2011
<u>/s/ Theodore M. Wright</u> Theodore M. Wright	Director and Interim Chief Executive Officer (principal executive officer)	June 17, 2011
<u>/s/ Michael J. Poppe</u> Michael J. Poppe	Chief Financial Officer (principal financial and accounting officer)	June 17, 2011

June 17, 2011

Conn's, Inc.
3295 College Street
Beaumont, Texas 77701Re: Registration Statement on Form S-8 – Conn's Non-Employee Director Restricted Stock Plan
Client Matter No.: 10416205

Ladies and Gentlemen:

We refer to the Registration Statement on Form S-8 (the "**Registration Statement**") to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "**Commission**"), on behalf of Conn's, Inc., a Delaware corporation (the "**Company**"), relating to 300,000 shares (the "**Common Stock**") of the Company's common stock, \$0.01 par value, issuable pursuant to the Conn's 2011 Non-Employee Director Restricted Stock Plan (the "**Plan**"). As counsel to the Company, we have examined (i) the Certificate of Incorporation, as amended to date, and the Amended and Restated By-Laws of the Company, as amended, (ii) the Plan and (iii) such certificates, statutes and other instruments and documents as we considered appropriate for purposes of the opinions hereafter expressed. In connection with this opinion, we have assumed the authenticity and completeness of all records, certificates and other instruments submitted to us as originals, the conformity to original documents of all records, certificates and other instruments submitted to us as copies, the authenticity and completeness of the originals of those records, certificates and other instruments submitted to us as copies and the correctness of all statements of fact contained in all records, certificates and other instruments that we have examined.

On the basis of such examinations and assumptions, and subject to the limitations set forth below, we advise you that in our opinion the Common Stock issuable pursuant to the Plan have been duly and validly authorized and, subject to the issuance of the Common Stock and payment therefor in accordance with the Plan, the Common Stock will be validly issued, fully paid and non-assessable.

The foregoing opinion is limited in all respects to the federal laws of the United States of America and the General Corporation Law of the State of Delaware, each as in effect on the date hereof. We express no opinion as to the laws of any other state or jurisdiction. The opinion expressed herein is as of, and are based on, facts and circumstances known to us to exist and law in effect on the date hereof (and not as of any other date), and we make no undertaking to amend or supplement such opinion as facts and circumstances or changes in the law occur that could affect such opinion.

We consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. This consent is not to be construed as an admission that we are a person whose consent is required to be filed with the Registration Statement under the provisions of the Securities Act.

Very truly yours,

/s/ Fulbright & Jaworski L.L.P.

FULBRIGHT & JAWORSKI L.L.P.

AUSTIN • BEIJING • DALLAS • DENVER • DUBAI • GREATER PITTSBURGH AREA (WASHINGTON COUNTY) • HONG KONG • HOUSTON
LONDON • LOS ANGELES • MINNEAPOLIS • MUNICH • NEW YORK • RIYADH • SAN ANTONIO • ST. LOUIS • WASHINGTON DCwww.fulbright.com

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Conn's, Inc. Non-Employee Director Restricted Stock Plan of our reports dated April 1, 2011, with respect to the consolidated financial statements of Conn's, Inc. and the effectiveness of internal control over financial reporting of Conn's, Inc., included in its Annual Report (Form 10-K) for the year ended January 31, 2011, filed with the Securities and Exchange Commission.

ERNST & YOUNG LLP

Houston, Texas
June 17, 2011