

Item 5.02 Compensatory Arrangement of Certain Officers. On February 23, 2017 (the “Award Date”), the Compensation Committee (the “Committee”) of the Board of Directors of Conn’s, Inc. (the “Company”), approved a Special Equity Award (the “Special Equity Award”) to Mr. Brian Daly, the Company’s Chief Human Resources Officer, of 20,109 Performance Based Restricted Stock Units (“PSUs”), assuming target performance conditions are met. Further, contingent upon stockholder approval of the Company’s proposal for an amended 2016 Omnibus Incentive Equity Plan (“2016 Equity Plan”), the Special Equity Award conditionally includes an additional 2,891 PSUs, assuming target performance conditions are met, and 23,000 Restricted Shock Units (“RSUs”).

The PSUs will vest, if at all, upon the certification, after the Company’s Fiscal Year 2020, by the Committee of the satisfaction of the annual and cumulative Earnings Before Interest, Taxes, Depreciation and Amortization (“EBITDA”) performance conditions over three fiscal years commencing with the Company’s 2018 Fiscal Year. If target EBITDA is exceeded during the period, Mr. Daly may earn additional PSUs. Further, a Total Shareholder Return modifier could be applied to the PSUs based upon a comparison of the Company’s stock price in February 2017 and February 2020, which could increase or decrease the number of PSUs earned by Mr. Daly.

Contingent upon stockholder approval of the Company’s proposal for an amended 2016 Equity Plan, the RSUs will vest, if at all, in three equal installments over a three-year period, the first installment vesting on the first anniversary of the Award Date; the second installment vesting on the second anniversary of the Award Date; and the third installment vesting on the third anniversary of the Award Date.

Contingent upon stockholder approval of an amended 2016 Equity Plan, these Special Equity Awards are intended at this time to cover those prospective equity grants that Mr. Daly would have received in Fiscal Years 2018, 2019, and 2020.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 28, 2017

CONN'S, INC.

By: /s/ Mark L. Prior

Name: Mark L. Prior

Title: Vice President, General Counsel & Secretary