

Carberry Jeffrey  
Form 4  
October 25, 2017

**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 \*  
Carberry Jeffrey

(Last) (First) (Middle)  
1990 E. GRAND AVE.  
(Street)

EL SEGUNDO, CA 90245

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
STAMPS.COM INC [STMP]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/23/2017

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)  
Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4) |        |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |        |   |
| Common Stock                    | 10/23/2017                           |  | M                              |   | 4,583   | A  | \$ 12.3   | 14,016 | D |
| Common Stock                    | 10/23/2017                           |  | M                              |   | 2,763   | A  | \$ 12.3   | 16,779 | D |
| Common Stock                    | 10/23/2017                           |  | S <sup>(1)</sup>               |   | 7,346   | D  | \$ 225  | 9,433  | D |
| Common Stock                    | 10/24/2017                           |  | M                              |   | 15,570  | A  | \$ 32.41  | 25,003 | D |
| Common Stock                    | 10/24/2017                           |  | M                              |   | 36,667  | A  | \$ 32.41  | 61,670 | D |

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|              |            |  |                  |        |   |                             |       |   |
|--------------|------------|--|------------------|--------|---|-----------------------------|-------|---|
| Common Stock | 10/24/2017 |  | S <sup>(1)</sup> | 52,237 | D | \$<br>225.017<br><u>(2)</u> | 9,433 | D |
|--------------|------------|--|------------------|--------|---|-----------------------------|-------|---|

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 | 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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|---------------------|---|--|---|
| Stock Option (Common Stock)                | \$ 12.3  | 10/23/2017                           |  | M                   | 4,583   | 05/24/2012 05/24/2021                                    | Common Stock                                      |
| Stock Option (Common Stock)                | \$ 32.41   | 10/23/2017                           |  | M                   | 2,763   | 10/19/2014 09/19/2024                                    | Common Stock                                      |
| Stock Option (Common Stock)                | \$ 32.41   | 10/24/2017                           |  | M                   | 15,570  | 10/19/2014 09/19/2024                                    | Common Stock                                      |
| Stock Option (Common Stock)                | \$ 32.41   | 10/24/2017                           |  | M                   | 36,667  | 10/19/2015 09/19/2024                                    | Common Stock                                      |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Carberry Jeffrey<br>1990 E. GRAND AVE.<br>EL SEGUNDO, CA 90245 |               |           | Chief Financial Officer |       |

## Signatures

/s/ David M. Zlotchew, by power of attorney for Jeffrey Carberry  
10/25/2017

\_\_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) This sale was executed pursuant to a prearranged trading plan compliant with Rule 10b5-1.

This sale price reflects a weighted average of multiple prices ranging from \$225.00 to \$225.55. Full information regarding the number of

- (2) shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.

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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