

STAMPS.COM INC

Form 3/A

October 31, 2016

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Rifai Steve

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/02/2016

3. Issuer Name **and** Ticker or Trading Symbol
STAMPS.COM INC [STMP]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Sr. VP-Sales & Customer Dev.

5. If Amendment, Date Original
Filed(Month/Day/Year)

08/12/2016

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person

1990 E. GRAND AVENUE

(Street)

EL SEGUNDO,Â CAÂ 90245

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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)

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

SEC 1473 (7-02)

**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 control number.**

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)Date Exercisable Expiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

Incentive stock option (right to buy)	02/05/2017 ⁽¹⁾	02/05/2026	Common Stock	35,000 ⁽¹⁾	\$ 87.88	D	Â
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rifai Steve 1990 E. GRAND AVENUE EL SEGUNDO, CA 90245	Â	Â	Â Sr. VP-Sales & Customer Dev.	Â

Signatures

/s/ David M. Zlotchew, by power of attorney for Steve Rifai	10/31/2016
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__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).

(1) On February 5, 2016, the Company granted the Reporting Person an option to purchase 35,000 shares of common stock of the Company under the Company's 2010 Equity Incentive Plan, as amended. The option vests with respect to 25% of the shares on the first anniversary of the grant date, and with respect to the remaining 75% of the shares in approximately equal monthly installments over the 36 months immediately thereafter, provided that the Reporting Person remains an employee of the Company through the relevant times.

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Remarks:

ThisÂ AmendmentÂ isÂ beingÂ filedÂ solelyÂ toÂ addÂ theÂ PowerÂ ofÂ AttorneyÂ pursuantÂ toÂ whichÂ theÂ FormÂ

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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