

STAMPS.COM INC  
 Form 4  
 February 22, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

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

OMB APPROVAL

OMB  
 Number: 3235-0287  
 Expires: January 31,  
 2015  
 Estimated average  
 burden hours per  
 response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 MILLER LLOYD I III

(Last) (First) (Middle)

3300 SOUTH DIXIE  
 HIGHWAY, SUITE 1-365

(Street)

WEST PALM BEACH, FL 33405

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/21/2017

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)

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 (A) or (D) Price \$			
Common Stock	02/21/2017		S <sup>(1)</sup>	20,250 D 134	105,165 <sup>(3)</sup>	I	By Milfam II L.P.
Common Stock					195,269	D	
Common Stock					38,019 <sup>(3)</sup>	I	By Milfam I L.P.
Common Stock					29,306 <sup>(3)</sup>	I	By Trust Account
Common Stock					105,350 <sup>(3)</sup>	I	By Trust A-4 - Lloyd

Edgar Filing: STAMPS.COM INC - Form 4

Common Stock					9,381 <sup>(3)</sup>	I	I. Miller By Trust C - Lloyd I. Miller
Common Stock					1,000 <sup>(3)</sup>	I	By Lloyd I. Miller, IV brokerage account
Common Stock					1,000 <sup>(3)</sup>	I	By AMIL of Ohio, LLC

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

**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.**

SEC 1474  
(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 (Instr. 8)	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 Amount of Underlying Securities (Instr. 3 and 4)	8. P Derivative Securities (Instr. 3 and 4)
						Date Exercisable      Expiration Date	Title	Amount or Number of Shares
				Code V (A) (D)				
Stock Option (Common Stock)	\$ 23.18					06/13/2012      06/13/2022	Common Stock	5,000
Stock Option (Common Stock)	\$ 37.19					06/12/2013      06/12/2023	Common Stock	5,000
Stock Option (Common Stock)	\$ 34.03					06/11/2014      06/11/2024	Common Stock	5,000

Stock Option (Common Stock)	\$ 70.77	06/17/2015	06/17/2025	Common Stock	5,000
Stock Option (Common Stock)	\$ 90.68	06/13/2016	06/13/2026	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER LLOYD I III 3300 SOUTH DIXIE HIGHWAY SUITE 1-365 WEST PALM BEACH, FL 33405	X			

## Signatures

/s/ Paul N. Silverstein Attorney-in-fact	02/22/2017
<u>        </u> Signature of Reporting Person	<u>        </u> 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 pre-arranged trading plan compliant with Rule 10b5-1.

The price in Column 4 is a weighted average price. The prices actually paid ranged from \$133.00 to \$135.00 per share. The reporting person will provide the Issuer, any security holder of the Issuer, or the SEC staff, upon request, information regarding the number of shares purchased at each price within the range.

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. This filing (3) shall not be deemed an admission that the reporting person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of any equity securities covered by this filing.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.