



**Item 1.01. Entry into a Material Definitive Agreement**

Effective November 8, 2010, Conn s, Inc. entered into an engagement letter with Stephens Inc. for the provision of financial advisory services in connection with the rights offering discussed below. A copy of the engagement letter is attached hereto as Exhibit 10.1 and is incorporated by reference herein.

**Item 8.01. Other Events.**

In connection with the previously announced rights offering by Conn s, Inc. (the Company ) of transferable subscription rights to the holders of the Company s common stock, par value \$0.01 per share ( Common Stock ), to purchase approximately 9,259,390 shares of Common Stock, in the aggregate, the Company is filing the items included as exhibits (other than Exhibit 99.8) to this current report on Form 8-K for the purpose of incorporating such items as exhibits in the Company s Registration Statement on Form S-3 (File No. 333-157390).

Additionally, on November 8, 2010, the Company issued a press release announcing the filing of a Prospectus Supplement to its Registration Statement. A copy of the press release is filed as Exhibit 99.8 hereto and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are filed with this report:

Exhibits	Description
4.1	Form of Subscription Rights Certificate
5.1	Opinion of Fulbright & Jaworski L.L.P. regarding the validity of the common stock being issued in connection with the rights offering
10.1	Form of Engagement Letter, dated November 8, 2010, between Conn s, Inc. and Stephens, Inc.
23.1	Consent of Fulbright & Jaworski L.L.P. (included as part of Exhibit 5.1)
99.1	Form of Instructions as to Use of Subscription Rights Certificates
99.2	Form of Notice of Guaranteed Delivery
99.3	Form of Letter to Stockholders Who are Recordholders
99.4	Form of Letter to Nominee Holders Whose Clients are Beneficial Holders
99.5	Form of Letter to Clients of Nominee Holders
99.6	Nominee Holder Certification
99.7	Beneficial Owner Election Form (included as part of Exhibit 99.5)
99.8	Press Release, dated November 8, 2010

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**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.

**CONN S, INC.**

Date: November 8, 2010

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