

CONNS INC

FORM 8-K (Current report filing)

Filed 12/14/16 for the Period Ending 12/09/16

Address	4055 TECHNOLOGY FOREST BLVD, SUITE 210 THE WOODLANDS, TX 77381
Telephone	9362305899
CIK	0001223389
Symbol	CONN
SIC Code	5731 - Radio, Television, and Consumer Electronics Stores
Industry	Computer & Electronics Retailers
Sector	Consumer Cyclical
Fiscal Year	01/31

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Chief Accounting Officer . On December 14, 2016, Conn’s, Inc. announced George Bchara is succeeding Mark Haley as Vice President, Chief Accounting Officer, effective December 14, 2016. In this role, Mr. Bchara will serve as the Company’s principal accounting officer and will report to Mr. Lee Wright, the Company’s Executive Vice President and Chief Financial Officer. The Company anticipates that Mr. Haley will remain with the Company for a transition period of up to 120 days.

Mr. Bchara, age 33, most recently served as Senior Vice President, Chief Accounting Officer, of BankUnited, a commercial bank based in Miami Lakes, Florida, from March 2013 to December 12, 2016, and served as BankUnited’s Loan Controller from 2011 to 2013. Prior to BankUnited, Mr. Bchara was a Manager with PwC, a multinational professional and accounting services firm, from 2007 to 2011. Mr. Bchara holds an M.B.A. in Finance and Entrepreneurial Management from The Wharton School of the University of Pennsylvania and a B.S. in Accounting and Finance from Florida State University. Mr. Bchara is a Certified Public Accountant and a Chartered Financial Analyst charterholder.

Mr. Bchara will be paid an annual base salary of \$310,000, a sign-on cash bonus of \$175,000, and is eligible to participate in the Company’s annual cash incentive program based on a percentage of his annual base salary, which will be guaranteed to him for fiscal year 2017 at \$100,000, payable in February 2017. Mr. Bchara’s target annual incentive percentage is 50% and his maximum annual incentive percentage is 100%. The Company also granted Mr. Bchara \$150,000 worth of restricted stock units (“**RSUs**”), based on the closing price of the Company’s common stock on December 14, 2016. Further, Mr. Bchara will also be granted \$200,000 worth of RSUs on or about May 31, 2017. These RSUs will vest ratably over a four-year period. Mr. Bchara is also eligible to participate in the Company’s equity compensation plans and employee benefit plans available to other employees of the Company.

The Company also entered into its standard form of Indemnification Agreement with Mr. Bchara. In the event Mr. Bchara’s employment is involuntarily terminated without cause, he will be entitled to the Company’s previously filed Severance Plan for Vice Presidents, which provides for 6 months’ continuation of base salary and eligibility for health care coverage. The terms of the Company’s standard form of Indemnification Agreement and Severance Plan for Vice Presidents are described more fully in the Company’s most recent proxy statement for its annual meeting of shareholders in the section entitled “Compensation Discussion & Analysis,” which descriptions incorporated by reference herein.

There are no transactions in which Mr. Bchara has an interest requiring disclosure under Item 404(a) of Regulation S-K or any family relationships requiring disclosure under Item 401(d) of Regulation S-K.

Retirement of Retail President . On December 9, 2016, David W. Trahan, President of Retail operations, notified our Chief Executive Officer Norm Miller that he intends to retire from Conn’s, effective January 1, 2017. In due course Conn’s will appoint the next President of Retail. In the interim, the Company will use this opportunity to develop its Retail management talent and build on the underlying strengths of the Retail business.

Item 7.01. Regulation FD Disclosure.

On December 14, 2016, the Company issued a press release announcing certain executive leadership changes. A copy of the press release is furnished as Exhibit 99.1 to this Current Report.

None of the information contained in Item 7.01 or Exhibit 99.2 of this Form 8-K shall be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and none of it shall be incorporated by reference in any filing under the Securities Act of 1933, as amended. Furthermore, this report will not be deemed an admission as to the materiality of any information in the report that is required to be disclosed solely by Regulation FD.

Item 9.01. Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1*	Offer of employment from the Company to George Bchara, dated as of December 9, 2016.

99.1*

Press Release, dated December 14, 2016: Conn's Announces Appointment of Chief Accounting Officer and Retirement of Retail President

* Filed herewith

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: December 14, 2016

CONN'S, INC.

By: /s/ Mark L. Prior

Name: Mark L. Prior

Title: Vice President, General Counsel & Secretary



4055 Technology Forest Blvd
Suite 210
The Woodlands, Texas 77381
936-230-5899

December 9, 2016

Mr. George Bchara
110 Washington Avenue
Apartment 1405
Miami Beach, FL 33139

Dear George,

We are pleased to offer you:

- The position of Vice President - Chief Accounting Officer, reporting directly to me;
- A compensation plan consisting of a base salary of \$25,833.33 per month (\$310,000 annualized) plus an annual targeted bonus opportunity of 50% of your base salary (100% at maximum and pro-rated during your initial year of employment), if company and individual performance goals (as set by the Compensation Committee) are achieved. Conn's will guarantee \$100,000 of your FY17 bonus, payable in February of 2017. This payout is guaranteed as long as you don't voluntarily resign before the actual payout date.
- A \$175,000 one-time sign on bonus to be paid shortly after beginning employment; and
- Based on the closing stock price on the date you begin employment with the company, \$150,000 worth of Restricted Stock Units that will vest on a straight-line basis over four years;
- You will receive additional \$200,000 worth of Restricted Stock Units in May, 2017.
- You will be eligible for our Restricted Stock Unit award generally granted in December annually at a \$200,000 target award (based on the closing stock price on the award date). Your first opportunity to participant in this program will be December 2017;

- As part of this offer, you will be required to relocate to The Woodlands, Texas area and are eligible for customary relocation benefits related to your move. These benefits will be provided conditioned on the agreement that you will relocate within twelve (12) months of your date of employment.

Please note should you voluntarily terminate your employment with Conn's within twenty four (24) months of your date of hire, 100% of your relocation benefits and costs paid by Conn's, the \$175,000 sign on bonus and the \$100,000 guaranteed bonus will be subject to repayment to Conn's. For clarification purposes, a resignation for "Good Reason" (as defined in the attached page) will not be a voluntary termination and therefore not subject to the clawback of the sign-on bonus and guaranteed bonus. Additionally, failure to relocate within the specified 12 month period will be considered a voluntary resignation / voluntary termination from your position, and all costs and all bonus payments listed in the foregoing sentence will be subject to full repayment to Conn's.

Upon your employment, you will be covered by the Vice President Severance Plan.

You will become eligible for most of Conn's health and welfare benefits on the first of the month following 60 days of employment.

You will become eligible for Conn's 401(k) Retirement Savings Plan at the beginning of a plan quarter immediately following three months of continuous service. You can, however, roll over the qualifying funds from your current 401(k) to Conn's plan at any time. You will also become eligible for Conn's Employee Stock Purchase Plan at the beginning of a plan quarter immediately following three months of continuous service.

You will be eligible for three weeks of vacation and four personal holidays during your first year of employment with Conn's according to a prorated accrual schedule.

Please note this offer is subject to successful completion of Conn's pre-employment processes, which include an interview, background check and drug screen.

We look forward to having you join the Conn's team as soon as possible with a projected start date of December 14, 2016. Please acknowledge your acceptance of this offer of employment by signing below and returning one original document to me.

Sincerely,

/s/
Lee Wright
Chief Financial Officer

Acceptance Acknowledged: /s/George Bchara Date: 12/9/2016

“Good Reason” shall mean (A) without your express written consent, the material diminution of the your title, duties, authority or responsibilities, relative to your duties, authority or responsibilities as in effect immediately prior to such reduction, or the assignment to you of such reduced duties, authority or responsibilities, (B) without your express written consent, a substantial reduction, without good business reasons, of the facilities and perquisites available to you immediately prior to such reduction, (C) a material reduction of your Base Salary or annual bonus opportunity, each as in effect as of your first day of your employment, (D) a material reduction in the kind or level of employee benefits, including additional bonus opportunities, to which you were entitled immediately prior to such reduction with the result that your overall benefits package is significantly reduced, (E) the transfer of your principal place of employment to a location that is more than one-hundred (100) miles from your principal place of employment on the first day of your employment, or (H) any act or set of facts or circumstances that would, under case law or statute, constitute a constructive termination. You may terminate your employment for Good Reason only if (1) you provide written notice to Conn’s of the occurrence of the Good Reason event (as described above) within thirty (30) days after you know or reasonably should know of the circumstances constituting Good Reason, which notice shall specifically identify the circumstances which you believes constitute Good Reason; (2) Conn’s fails to correct the circumstances constituting Good Reason within thirty (30) days after such notice; and (3) you resign for Good Reason within thirty (30) days after the expiration of the correction period described in clause (2) hereof.



Conn's Announces Appointment of Chief Accounting Officer and Retirement of Retail President

- *George Bchara Appointed as Vice President and Chief Accounting Officer*
- *President of Retail David W. Trahan to Retire after Thirty Years of Outstanding Service with the Company*

THE WOODLANDS, Texas-- Conn's, Inc. (NASDAQ:CONN) today announced that George Bchara has been appointed Vice President and Chief Accounting Officer, effective December 14, 2016. Bchara will succeed Mark Haley who will remain with the Company for 120 days to ensure a smooth and seamless transition.

In his role, Bchara will be responsible for managing the Company's accounting, financial reporting and tax functions. Bchara will report directly to Lee Wright, the Company's Executive Vice President and Chief Financial Officer.

"George is a highly skilled accounting executive with a proven track-record of improving efficiency and productivity within a company's accounting department," said Norm Miller, Chief Executive Officer and Chairman of Conn's. "His strong credit background will bring added insight and experience that will greatly benefit our overall business."

Bchara joins Conn's from BankUnited, a publicly traded bank with a market capitalization of over \$3 billion and assets of \$27 billion. Since 2013, Bchara served as Chief Accounting Officer of BankUnited. He also served as Loan Controller of BankUnited from 2011 to 2013. Bchara started his career at PwC where he served in several groups and progressive roles with experience in audit, mergers & acquisitions, and general advisory within the financial services sector.

Bchara holds an M.B.A. in Finance and Entrepreneurial Management from The Wharton School of the University of Pennsylvania, and a B.S. in Accounting and Finance from Florida State University. He is also a Certified Public Accountant and a Chartered Financial Analyst charterholder.

Conn's also announced today that David W. Trahan, the Company's President of Retail, will retire on January 1, 2017 after three decades of service with the Company. Trahan joined Conn's in 1986 and has since served in various capacities, including sales, store operations, distribution and merchandising.

As President of Retail, a position he has held since 2008, Trahan was directly responsible for retail and distribution operations, merchandising and product purchasing functions, as well as product display and pricing operations. Since joining the Company, Trahan has supported the massive expansion of Conn's retail segment, growing the business from 20 stores with \$100 million in sales to 113 stores with over \$1.3 billion in sales.

"David has been a strong contributor to our Company for thirty years and has helped transform Conn's into the successful specialty retailer it is today," said Norm Miller, "While he will be missed, we are confident in the underlying strengths of our retail business and are excited at the opportunity to continue growing the organization's top-tier talent."

"It's been a privilege to work with one of the most recognized companies in the industry," said Trahan. "I'm grateful for everything the Company and its employees have provided me with over the last thirty years and I look forward to what the next chapter in my life will bring."

About Conn's, Inc.

Conn's is a specialty retailer currently operating over 110 retail locations in Alabama, Arizona, Colorado, Georgia, Louisiana, Mississippi, Nevada, New Mexico, North Carolina, Oklahoma, South Carolina, Tennessee and Texas.

The Company's primary product categories include:

- Furniture and mattress, including furniture and related accessories for the living room, dining room and bedroom, as well as both traditional and specialty mattresses;
- Home appliance, including refrigerators, freezers, washers, dryers, dishwashers and ranges;
- Consumer electronics, including LED, OLED, Ultra HD, and internet-ready televisions, Blu-ray players, home theater and portable audio equipment; and
- Home office, including computers, printers and accessories.

Additionally, Conn's offers a variety of products on a seasonal basis. Unlike many of its competitors, Conn's provides flexible in-house credit options for its customers in addition to third-party financing programs and third-party rent-to-own payment plans.

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties. Such forward-looking statements include information concerning the Company's future financial performance, business strategy, plans, goals and objectives. Statements containing the words "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "project," "should," or the negative of such terms or other similar expressions are generally forward-looking in nature and not historical facts. We can give no assurance that such statements will prove to be correct, and actual results may differ materially. A wide variety of potential risks, uncertainties, and other factors could materially affect the Company's ability to achieve the results either expressed or implied by the Company's forward-looking statements including, but not limited to: general economic conditions impacting the Company's customers or potential customers; the Company's ability to execute periodic securitizations of future originated customer loans including the sale of any remaining residual equity on favorable terms; the Company's ability to continue existing customer financing programs or to offer new customer financing programs; changes in the delinquency status of the Company's credit portfolio; unfavorable developments in ongoing litigation; increased regulatory oversight; higher than anticipated net charge-offs in the credit portfolio; the success of the Company's planned opening of new stores; technological and market developments and sales trends for the Company's major product offerings; the Company's ability to protect against cyber-attacks or data security breaches and to protect the integrity and security of individually identifiable data of the Company's customers and employees; the Company's ability to fund its operations, capital expenditures, debt repayment and expansion from cash flows from operations, borrowings from the Company's revolving credit facility, and proceeds from accessing debt or equity markets; the ability to continue the repurchase program; and the other risks detailed in the Company's most recent reports filed with the Securities and Exchange Commission, including but not limited to, the Company's Annual Report on Form 10-K, the Company's Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. If one or more of these or other risks or uncertainties materialize (or the consequences of such a development changes), or should our underlying assumptions prove incorrect, actual outcomes may vary materially from those reflected in our forward-looking statements. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. We disclaim any intention or obligation to update publicly or revise such statements, whether as a result of new information, future events or otherwise. All forward-looking statements attributable to us, or to persons acting on our behalf, are expressly qualified in their entirety by these cautionary statements.

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S.M. Berger & Company

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