
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**
For the quarterly period ended **June 30, 2008**

OR

- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from _____ to _____

Commission file number: 000-26427

Stamps.com Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

77-0454966
(I.R.S. Employer
Identification No.)

12959 Coral Tree Place
Los Angeles, California 90066
(Address of principal executive offices)

(310) 482-5800
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of July 31, 2008, there were approximately 19,397,484 shares of the Registrant's Common Stock issued and outstanding.

STAMPS.COM INC.

FORM 10-Q QUARTERLY REPORT FOR THE QUARTER ENDED JUNE 30, 2008

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SPECIAL NOTICE REGARDING PURCHASES OF MORE THAN 5% OF OUR STOCK

We currently have significant federal and state net operating loss carry-forwards (NOL). Under applicable law, our NOL assets could be adversely affected by the acquisition by any person, company or investment firm of more than 5% of our outstanding stock or the acquisition of any additional shares by 5% holders. Our articles of incorporation have provisions (the "NOL Protective Measures") which prohibit transfers of our stock that would create new 5% shareholders or increase the ownership of existing 5% shareholders. **Accordingly, any person, company or investment firm that wishes to become a 5% shareholder must first obtain a waiver of the NOL Protective Measures from our board of directors.** In addition, any person, company or investment firm which is a 5% shareholder can not make any additional purchases of our stock without a waiver from our board of directors. **Failure to do so can mean loss of the shares and responsibility for any damages to the Company, which could be substantial.** Details of the NOL Protective Measures are contained in our definitive Proxy filed on April 2, 2008.

Accordingly, we strongly urge you to contact us prior to allowing your ownership interest in our stock to exceed 775,000 shares.

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

STAMPS.COM INC.
BALANCE SHEETS
(In thousands, except per share data)

	June 30, 2008	December 31, 2007
	(unaudited)	
Assets		
Current assets:		
Cash and cash equivalents	\$ 55,413	\$ 43,667
Restricted cash	554	554
Short-term investments	24,215	22,084
Trade accounts receivable, net	2,954	2,519
Other accounts receivable	501	1,209
Other current assets	3,051	2,489
Total current assets	86,688	72,522
Property and equipment, net	3,271	3,790
Intangible assets, net	510	871
Long-term investments	11,197	24,518
Deferred income taxes	3,671	—
Other assets	4,058	3,252
Total assets	\$ 109,395	\$ 104,953
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable and accrued expenses	\$ 11,067	\$ 9,935
Deferred revenue	2,366	2,576
Total current liabilities	13,433	12,511
Commitments and contingencies		
Stockholders' equity:		
Common stock, \$.001 par value		
Authorized shares 47,500 in 2008 and 2007		
Issued shares: 24,329 in 2008 and 24,258 in 2007		
Outstanding shares: 19,398 in 2008 and 19,813 in 2007	47	47
Additional paid-in capital	624,802	622,781
Accumulated deficit	(460,051)	(466,555)
Treasury stock, at cost, 4,931 shares in 2008 and 4,445 shares in 2007	(68,237)	(63,737)
Accumulated other comprehensive loss	(599)	(94)
Total stockholders' equity	95,962	92,442
Total liabilities and stockholders' equity	\$ 109,395	\$ 104,953

The accompanying notes are an integral part of these financial statements.

STAMPS.COM INC.
STATEMENTS OF INCOME
(In thousands, except per share data)
(Unaudited)

	Three Months ended June 30,		Six Months ended June 30,	
	2008	2007	2008	2007
Revenues:				
Service	\$ 15,577	\$ 13,506	\$ 30,774	\$ 27,167
Product	2,583	2,457	5,066	4,815
Insurance	377	356	765	730
PhotoStamps	2,873	4,635	5,877	7,811
Other	—	453	—	906
Total revenues	21,410	21,407	42,482	41,429
Cost of revenues:				
Service	2,262	2,411	5,004	4,754
Product	948	839	1,828	1,638
Insurance	119	111	239	226
PhotoStamps	2,092	3,058	4,219	5,141
Other	—	26	—	52
Total cost of revenues	5,421	6,445	11,290	11,811
Gross profit	15,989	14,962	31,192	29,618
Operating expenses:				
Sales and marketing	8,780	7,926	17,403	15,757
Research and development	2,102	2,077	4,045	4,222
General and administrative	4,457	3,218	8,400	5,965
Total operating expenses	15,339	13,221	29,848	25,944
Income from operations	650	1,741	1,344	3,674
Other income:				
Interest income	736	1,174	1,653	2,387
Other income	—	—	21	—
Total other income	736	1,174	1,674	2,387
Income before income taxes	1,386	2,915	3,018	6,061
Income tax expense (benefit)	80	115	(3,486)	207
Net income	\$ 1,306	\$ 2,800	\$ 6,504	\$ 5,854
Net income per share (see Note 3):				
Basic Basic	\$ 0.07	\$ 0.13	\$ 0.33	\$ 0.27
Diluted	\$ 0.07	\$ 0.13	\$ 0.33	\$ 0.27
Weighted average shares outstanding				
Basic Basic	19,382	21,352	19,553	21,610
Diluted	19,712	21,742	19,831	22,034

The accompanying notes are an integral part of these financial statements.

STAMPS.COM INC.
STATEMENTS OF CASH FLOWS

(In thousands)
(Unaudited)

	Six Months ended June 30,	
	2008	2007
Operating activities:		
Net income	\$ 6,504	\$ 5,854
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	1,208	1,542
Stock-based compensation expense	1,682	1,088
Deferred income tax	(3,671)	—
Changes in operating assets and liabilities:		
Trade accounts receivable	(435)	(15)
Other accounts receivable	708	220
Prepaid expenses	(562)	(195)
Other assets	(806)	(380)
Deferred revenue	(210)	98
Accounts payable and accrued expenses	1,132	(1,518)
Net cash provided by operating activities	5,550	6,694
Investing activities:		
Sale of short-term investments	19,125	24,768
Purchase of short-term investments	(21,536)	(21,186)
Sale of long-term investments	19,541	18,918
Purchase of long-term investments	(6,445)	(6,421)
Acquisition of property and equipment	(328)	(453)
Net cash provided by investing activities	10,357	15,626
Financing activities:		
Proceeds from exercise of stock options	171	785
Issuance of common stock under ESPP	168	268
Repurchase of common stock	(4,500)	(19,308)
Net cash used in financing activities	(4,161)	(18,255)
Net increase in cash and cash equivalents	11,746	4,065
Cash and cash equivalents at beginning of period	43,667	11,740
Cash and cash equivalents at end of period	\$ 55,413	\$ 15,805

The accompanying notes are an integral part of these financial statements.

STAMPS.COM
NOTES TO FINANCIAL STATEMENTS
(ALL INFORMATION WITH RESPECT TO JUNE 30, 2008 AND 2007 IS UNAUDITED)

1. Summary of Significant Accounting Policies

Basis of Presentation

We prepared the financial statements included herein without audit pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and footnote disclosures normally included in financial statements prepared in accordance with United States (US) generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. We believe that the disclosures are adequate to make the information presented not misleading. We recommend that these financial statements be read in conjunction with the financial statements and the notes thereto included in our latest annual report on Form 10-K.

In our opinion, these unaudited financial statements contain all adjustments (consisting of normal recurring adjustments) necessary to present fairly our financial position as of June 30, 2008, the results of operations for the three and six months ended June 30, 2008 and cash flows for the six months ended June 30, 2008. The results of operations for the interim periods are not necessarily indicative of the results that may be expected for the year ending December 31, 2008.

Use of Estimates and Risk Management

The preparation of financial statements in conformity with US generally accepted accounting principles requires us to make estimates and assumptions that affect the amounts reported in the financial statements and the accompanying notes. Actual results could differ from those estimates and such differences may be material to the financial statements. Examples include estimates of loss contingencies, promotional coupon redemptions, deferred income taxes and estimates regarding the useful lives of patents and other amortizable intangibles.

We are involved in various litigation matters as a claimant and a defendant. We record any amounts recovered in these matters when received. We record liabilities for claims against us when the loss is probable and estimable. Amounts recorded are based on reviews by outside counsel, in-house counsel and management. Actual results could differ from estimates.

Revenue Recognition

We recognize revenue from product sales or services rendered, as well as from licensing the use of our software and intellectual property, when the following four revenue recognition criteria are met: persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the selling price is fixed or determinable, and collectability is reasonably assured.

Service revenue is based on monthly convenience fees and is recognized in the period that services are provided. Product sales, net of return allowances, are recorded when the products are shipped and title passes to customers. Sales of our products, including PhotoStamps, to customers are made pursuant to a sales contract that provides for transfer of both title and risk of loss upon our delivery to the carrier. Return allowances for expected product returns, which reduce product revenue by our best estimate of expected product returns, are estimated using historical experience. We recognize licensing revenue ratably over the contract period. Commissions from the advertising or sale of products by a third party vendor to our customer base are recognized when the revenue is earned and collection is deemed probable.

Customers who purchase postage for use through our NetStamps, shipping label or mailing features, pay face value, and the funds are transferred directly from the customers to the United States Postal Service (USPS). We do not recognize revenue for this postage as it is purchased by our customers directly from the USPS. PhotoStamps revenue includes the price of postage.

On a limited basis, we allow third parties to offer products and promotions to the Stamps.com customer base. These arrangements generally provide payment in the form of a flat fee or revenue sharing arrangements where we receive payment upon customers accessing third party products and services. Total revenue from such advertising arrangements is currently immaterial.

STAMPS.COM
NOTES TO FINANCIAL STATEMENTS
(ALL INFORMATION WITH RESPECT TO JUNE 30, 2008 AND 2007 IS UNAUDITED)

We provide our customers with the opportunity to purchase parcel insurance directly through our software. Insurance revenue represents the gross amount charged to the customer for purchasing insurance and the related cost represents the amount paid to the insurance broker, Parcel Insurance Plan. We recognize revenue on insurance purchases upon the ship date of the insured package.

Revenue from gift cards, which is recognized at the time of redemption, is currently immaterial to our financial statements. Because we do not yet have meaningful historical data upon which to base estimates for gift cards that will never be redeemed (“breakage”), we have not recorded any breakage income related to our gift card program.

2. Legal Proceedings

Please refer to "Part II - Other Information - Item 1 - Legal Proceedings" of this report for a discussion of our current legal proceedings.

3. Net Income per Share

Net income per share represents net income attributable to common stockholders divided by the weighted average number of common shares outstanding during a reported period. The diluted net income per share reflects the potential dilution that could occur if securities or other contracts to issue common stock, including convertible preferred stock and stock options and warrants (commonly and hereafter referred to as “common stock equivalents”), were exercised or converted into common stock. Diluted net income per share is calculated by dividing net income during a reported period by the sum of the weighted average number of common shares outstanding plus common stock equivalents for the period. The following table reconciles share amounts utilized to calculate basic and diluted net income per share (in thousands, except per share data):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Net income	\$ 1,306	\$ 2,800	\$ 6,504	\$ 5,854
Basic - weighted average common shares	19,382	21,352	19,553	21,610
Diluted effect of common stock equivalents	330	390	278	424
Diluted - weighted average common shares	19,712	21,742	19,831	22,034
Earnings per share:				
Basic	\$ 0.07	\$ 0.13	\$ 0.33	\$ 0.27
Diluted	\$ 0.07	\$ 0.13	\$ 0.33	\$ 0.27

The calculation of dilutive shares excludes the effect of the following options that are considered anti-dilutive (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Anti-dilutive stock options shares	2,200	1,276	2,226	1,273

STAMPS.COM
NOTES TO FINANCIAL STATEMENTS
(ALL INFORMATION WITH RESPECT TO JUNE 30, 2008 AND 2007 IS UNAUDITED)

4. Stock-Based Employee Compensation

We account for stock-based awards to employees and directors pursuant to Statement of Financial Accounting Standards (SFAS) No. 123 (revised 2004), "Share-Based Payment" (SFAS 123R), and related SEC rules included in Staff Accounting Bulletin No. 107 (SAB 107). SFAS 123R requires us to estimate the fair value of share-based payment awards on the date of grant using an option-pricing model and to recognize stock-based compensation expense during each period based on the value of that portion of share-based payment awards that is ultimately expected to vest during the period, reduced for estimated forfeitures. SFAS 123R requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Compensation expense recognized for all employee stock options granted is recognized using the straight-line single method over their respective vesting periods of three to four years.

The following table sets forth the stock-based compensation expense that we recognized under SFAS 123R for the periods indicated (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Stock-based compensation expense relating to:				
Employee and director stock options	\$ 903	\$ 627	\$ 1,652	\$ 1,041
Employee stock purchases	—	—	30	47
Total stock-based compensation expense	\$ 903	\$ 627	\$ 1,682	\$ 1,088
Stock-based compensation expense relating to:				
Cost of revenues	\$ 69	\$ 69	\$ 144	\$ 144
Sales and marketing	172	83	348	156
Research and development	146	123	298	274
General and administrative	516	352	892	514
Total stock-based compensation expense	\$ 903	\$ 627	\$ 1,682	\$ 1,088

In our SFAS 123R calculations, we use the Black-Scholes option valuation model, which requires us to make a number of highly complex and subjective assumptions, including stock price volatility, expected term, risk-free interest rates and actual and projected employee stock option exercise behaviors. In the case of options we grant, our assumption of expected volatility was based on the historical volatility of our stock price for the period January 1, 2002 through the date of the option grant. We base the risk-free interest rate on U.S. Treasury zero-coupon issues with a remaining term equal to the expected life assumed at the date of grant. The estimated expected life represents the weighted-average period the stock options are expected to remain outstanding determined based on an analysis of historical exercise behavior.

The following are the weighted average assumptions used in the Black-Scholes valuation model for the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Expected dividend yield	—	—	—	—
Risk-free interest rate	3.06%	4.70%	2.93%	4.69%
Expected volatility	51%	48%	51%	48%
Expected life (in years)	5	5	5	5
Expected forfeiture rate	16%	16%	16%	16%

STAMPS.COM
NOTES TO FINANCIAL STATEMENTS
(ALL INFORMATION WITH RESPECT TO JUNE 30, 2008 AND 2007 IS UNAUDITED)

5. Intangible Assets

Our intangible assets consist of patents, trademarks and other intellectual property with a gross carrying value of \$8.3 million as of June 30, 2008 and December 31, 2007 and accumulated amortization of approximately \$7.8 million as of June 30, 2008 and \$7.4 million as of December 31, 2007. The expected useful lives of our amortizable intangible assets range from 4 to 17 years. During 2007, we assessed whether events or changes in circumstances occurred that could potentially indicate that the carrying amount of our intangible assets may not be recoverable. We concluded that there were no such events or changes in circumstances during the year ended December 31, 2007 and determined that the fair value of our intangible assets were in excess of their carrying value as of December 31, 2007. Aggregate amortization expense on patents and trademarks was approximately \$92 thousand and \$362 thousand for the three and six months ended June 30, 2008, respectively and \$270 thousand and \$544 thousand for the three and six months ended June 30, 2007, respectively.

6. Comprehensive Income

The following table provides the data required to calculate comprehensive income (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Net income	\$ 1,306	\$ 2,800	\$ 6,504	\$ 5,854
Unrealized (loss) income on investments	(187)	(6)	(505)	84
Comprehensive income	<u>\$ 1,119</u>	<u>\$ 2,794</u>	<u>\$ 5,999</u>	<u>\$ 5,938</u>

7. Income Taxes

During the six months ended June 30, 2008, our income tax benefit consists of alternative minimum federal and state taxes and a tax benefit relating to the release of a portion of our deferred tax asset valuation allowance. Our effective income tax rate differs from the statutory income tax rate primarily as a result of the partial release of our valuation allowance for the future benefits to be received from our deferred tax assets as well as our use of net operating losses to offset current tax expense. A valuation allowance was originally recorded against our deferred tax assets as we determined the realization of these assets did not meet the more likely than not criteria in accordance with SFAS No. 109, "Accounting for Income Taxes." During the first quarter of 2008, we determined that a full valuation allowance against our deferred tax assets was not necessary. In making such determination we considered all available positive and negative evidence including our recent earnings trend and expected continued future taxable income. During the first quarter of 2008, we recorded a partial reversal of deferred tax valuation allowance of \$3.7 million primarily consisting of net operating loss carryforwards, research tax credits carryforwards and current tax provision of \$106 thousand for corporate alternative minimum federal and state taxes, resulting in an overall tax benefit of \$3.6 million. We continue to maintain a valuation allowance for the remainder of our deferred tax assets. During the three and six months ended June 30, 2008, we recorded a current tax provision for corporate alternative minimum federal and state taxes of approximately \$80 thousand and \$186 thousand, respectively.

We adopted the provisions of Financial Accounting Standards Board (FASB) Interpretation No. 48, "Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement No. 109" (FIN 48) on January 1, 2007. Under FIN 48, we are required to determine whether it is more likely than not that a tax position will be sustained upon examination based on the technical merits of the position. A tax position that meets the more likely than not recognition threshold is measured to determine the amount of benefit to recognize in the financial statements. The adoption of FIN 48 did not have a material effect on our financial statements. We have concluded that there are no significant uncertain tax positions requiring recognition in our financial statements.

STAMPS.COM
NOTES TO FINANCIAL STATEMENTS
(ALL INFORMATION WITH RESPECT TO JUNE 30, 2008 AND 2007 IS UNAUDITED)

Our policy is to recognize interest and penalties expense, if any, related to unrecognized tax benefits as a component of income tax expense. As of June 30, 2008, we have not recorded any interest and penalty expense.

Our determination on the analysis of uncertain tax positions are related to tax years that remain subject to examination by the relevant tax authorities. These include the 2004 through 2006 tax years for federal purposes and the 2003 through 2006 tax years for California purposes.

8. Fair Value Measurements

We adopted SFAS No. 157, "Fair Value Measurement" (SFAS 157) on January 1, 2008. SFAS 157 defines fair value, establishes a framework for measuring fair value and expands disclosure for each major asset and liability category measured at fair value on either a recurring or nonrecurring basis. The fair value hierarchy for disclosure of fair value measurements under SFAS 157 is as follows:

Level 1 - Valuations based on unadjusted quoted prices for identical assets in an active market

Level 2 - Valuations based on quoted prices in markets where trading occurs infrequently or whose values are based on quoted prices of instruments with similar attributes in active markets

Level 3 - Valuations based on inputs that are unobservable and involve management judgment and our own assumptions about market participants and pricing

The following table summarizes our financial assets measured at fair value on a recurring basis in accordance with SFAS 157 (in thousands):

Description	June 30, 2008	Fair Value Measurement at Reporting Date Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Cash and cash equivalents	\$ 55,413	\$ 55,413		
Available-for-sale debt securities	35,966	—	\$ 35,966	—
Total	\$ 91,379	\$ 55,413	\$ 35,966	—

The fair value of our available-for-sale debt securities included in the Level 2 category is based on the market values obtained from an independent pricing service that were evaluated using pricing models that vary by asset class and may incorporate available trade, bid and other market information and price quotes from well established independent pricing vendors and broker-dealers.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Quarterly Report on Form 10-Q contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These statements relate to expectations concerning matters that are not historical facts. You can find many (but not all) of these statements by looking for words such as "approximates," "believes," "expects," "anticipates," "estimates," "intends," "plans," "would," "may" or other similar expressions in this report. We claim the protection of the safe harbor contained in the Private Securities Litigation Reform Act of 1995. We caution investors that any forward-looking statements presented in this report, or which we may make orally or in writing from time to time, are based on beliefs and assumptions made by, and information currently available to us. Such statements are based on assumptions and the actual outcome will be affected by known and unknown risks, trends, uncertainties and factors that are beyond our control or ability to predict. Although we believe that our assumptions are reasonable, they are not guarantees of future performance and some will inevitably prove to be incorrect. As a result, our actual future results may differ from our expectations, and those differences may be material. We are not undertaking any obligation to update any forward-looking statements. Accordingly, investors should use caution in relying on past forward-looking statements, which are based on known results and trends at the time they are made, to anticipate future results or trends.

Please refer to the risk factors under "Item 1A. Risk Factors" as well as those described elsewhere in our public filings. The risks included are not exhaustive, and additional factors could adversely affect our business and financial performance. We operate in a very competitive and rapidly changing environment. New risk factors emerge from time to time and it is not possible for management to predict all such risk factors, nor can it assess the impact of all such risk factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

Stamps.com, NetStamps, PhotoStamps, Hidden Postage, Stamps.com Internet postage and the Stamps.com logo are our trademarks. This report also references trademarks of other entities.

SPECIAL NOTICE REGARDING PURCHASES OF MORE THAN 5% OF OUR STOCK

We currently have significant federal and state net operating loss carry-forwards (NOL). Under applicable law, our NOL assets could be adversely affected by the acquisition by any person, company or investment firm of more than 5% of our outstanding stock or the acquisition of any additional shares by 5% holders. Our articles of incorporation have provisions (the "NOL Protective Measures") which prohibit transfers of our stock that would create new 5% shareholders or increase the ownership of existing 5% shareholders. **Accordingly, any person, company or investment firm that wishes to become a 5% shareholder must first obtain a waiver of the NOL Protective Measures from our board of directors.** In addition, any person, company or investment firm which is a 5% shareholder can not make any additional purchases of our stock without a waiver from our board of directors. **Failure to do so can mean loss of the shares and responsibility for any damages to the Company, which could be substantial.** Details of the NOL Protective Measures are contained in our definitive Proxy filed on April 2, 2008.

Accordingly, we strongly urge you to contact us prior to allowing your ownership interest in our stock to exceed 775,000 shares.

We estimate that as of June 30, 2008, we were approximately at 35% compared with the 50% level that would trigger impairment of our NOL asset.

Overview

Stamps.com is the leading provider of Internet-based postage solutions. Our customers use our service to mail and ship a variety of mail pieces including postcards, envelopes, flats and packages using a wide range of United States Postal Service (USPS) mail classes including First Class Mail(R), Priority Mail(R), Express Mail(R), Media Mail(R), Parcel Post(R), and others. Our customers include home businesses, small businesses, corporations and individuals. We were the first ever USPS-licensed vendor to offer PC Postage(R) in a software-only business model in 1999. On August 10, 2004, we publicly launched a market test of PhotoStamps(R), a new form of postage that allows consumers to turn digital photos, designs or images into valid US postage. Any reference in this document to our PC Postage business does not include our PhotoStamps business.

We were founded in September 1996 to investigate the feasibility of entering into the USPS Information-Based Indicia Program and to initiate the certification process for our PC Postage service. In January 1998, we were incorporated in Delaware as StampMaster, Inc., thereafter changing our name to Stamps.com Inc. in December 1998. We completed our initial public offering in June 1999. Our common stock is listed on the NASDAQ Stock Market under the symbol "STMP."

Our principal executive office is located at 12959 Coral Tree Place, Los Angeles, California, 90066, and our telephone number is (310) 482-5800.

Our Services and Products

We offer the following products and services to our customers:

PC Postage Service

Our USPS-approved PC Postage service enables users to print information-based indicia, or electronic stamps, directly onto envelopes, plain paper, or labels using ordinary laser or inkjet printers. Our service currently supports a variety of USPS classes including First-Class Mail[®], Priority Mail[®], Express Mail[®], Parcel Post[®], Media Mail[®], Bound Printed Matter, and international mail. Customers can also add USPS Special Services such as Delivery Confirmation(TM), Signature Confirmation(TM), Registered Mail, Certified Mail, Insured Mail, Return Receipt, Collect on Delivery and Restricted Delivery to their mail pieces. Our service requires only a standard PC, printer and Internet connection. Our free software can be downloaded from the Internet or installed from a CD-ROM. After installing the software and completing the registration process, customers can purchase and print postage 24 hours a day, seven days a week. When a customer purchases postage for use through our service, the customer pays face value, and the funds are transferred directly from the customer's account to the USPS's account. The majority of new customers currently signing up for our service pay a monthly convenience fee ranging from \$15.99 to 49.99 based on individual product, pricing and promotions.

We offer our customers three primary ways to print PC Postage. First, our NetStamps(R) feature and Photo NetStamps(R) feature enable customers to print postage for any value and for most classes of mail on NetStamps or Photo NetStamps labels. Photo NetStamps allow customers to use digital photos, designs or images with NetStamps as compared to the standard designs available with regular NetStamps. After they are printed, NetStamps and Photo NetStamps can be used just like regular stamps. Second, our shipping feature tab allows customers to print postage for packages on plain 8.5" x 11" paper or on special labels, and to add electronic Delivery or Signature Confirmation at discounted prices. Third, our mailing feature tab is typically used to print the postage and address directly on envelopes or on other types of mail or labels, in a single-step process that saves time and provides a professional look. Our PC Postage services also incorporate address verification technology that verifies each destination address for mail sent using our service against a database of all known addresses in the United States. As an added convenience, our PC Postage services have been designed to integrate into common small business and productivity software applications such as word processing, contact and address management, and accounting and financial applications.

PhotoStamps(R)

In May 2007, we launched our fourth market test of PhotoStamps, a patented form of postage that allows consumers to turn digital photos, designs or images into valid US postage. With this product, individuals or businesses can now create customized US postage using pictures of their children, pets, vacations, celebrations, business logos and more. PhotoStamps is used as regular postage to send letters, postcards or packages. The product is available via our separately-marketed website at www.photostamps.com. Customers upload a digital photograph or image file, customize the look and feel by choosing a border color to complement the photo, select the value of postage, and place the order online. Each sheet includes 20 individual PhotoStamps, and orders arrive via US Mail in a few business days. PhotoStamps is currently available under authorization of the USPS for its fourth phase market test, with an authorization for one year through May 2009.

Mailing & Shipping Supplies Store

Our Mailing & Shipping Supplies Store (our "Supplies Store") is available to our customers from within our PC Postage software, and sells NetStamps labels, shipping labels, other mailing labels, dedicated postage printers, OEM and private label inkjet and laser toner cartridges, scales, and other mailing and shipping-focused office supplies. Our Supplies Store features a store catalog, same day shipping capabilities, strong messaging of our free or discounted shipping promotions, strong cross sell during checkout, product search capabilities, and new expedited and rush shipping options. We plan to continue to increase the breadth of products offered in our Supplies Store.

Branded Insurance

We offer Stamps.com branded insurance to our customers so that they may insure their mail or packages in a fully integrated, online process that eliminates any trips to the post office or the need to complete any special forms. We also offer official USPS insurance alongside our branded insurance product. Our insurance is provided in partnership with Parcel Insurance Plan and is underwritten by Fireman's Fund.

Critical Accounting Policies

General

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements which have been prepared in accordance with US generally accepted accounting principles. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to patents, contingencies and litigation. We base our estimates on historical experience and on various other assumptions that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our financial statements.

Revenue Recognition

We recognize revenue from product sales or services rendered, as well as from licensing the use of our software and intellectual property, when the following four revenue recognition criteria are met: persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the selling price is fixed or determinable, and collectibility is reasonably assured.

Our service revenue is based on monthly convenience fees and is recognized in the period that services are provided. Product sales, net of return allowances, are recorded when the products are shipped and title passes to customers. Sales of our products, including PhotoStamps, to customers are made pursuant to a sales contract that provides for transfer of both title and risk of loss upon our delivery to the carrier. Return allowances for expected product returns, which reduce product revenue, are estimated using historical experience. We recognize licensing revenue ratably over the contract period. Commissions from the advertising or sale of products by a third party vendor to our customers are recognized when the revenue is earned and collection is deemed probable. We recognize revenue on insurance purchases upon the ship date of the insured package.

Intangibles

We make an assessment of the estimated useful lives of our patents and other amortizable intangibles. These estimates are made using various assumptions that are subjective in nature and could change as economic and competitive conditions change. If events were to occur that would cause our assumptions to change, the amounts recorded as amortization would be adjusted.

Contingencies and Litigation

We are involved in various litigation matters as a claimant and as a defendant. We record any amounts recovered in these matters when collection is certain. We record liabilities for claims against us when the losses are probable and estimable. Any amounts recorded would be based on reviews by outside counsel, in-house counsel and management. Actual results may differ from estimates.

Promotional Expense

New PC Postage customers are typically offered promotional items that are redeemed using coupons that are qualified for redemption after a customer is successfully billed beyond an initial trial period. This includes free postage and a free digital scale and is expensed in the period in which a customer qualifies using estimated redemption rates based on historical data. Promotional expense that is included in the cost of service is incurred as customers qualify and thereby may not correlate directly with changes in revenue as the revenue associated with the acquired customer is earned over the customer's lifetime.

Recent Accounting Pronouncements

In April 2008, the FASB issued Financial Statement Position No. SFAS 142-3, "Determination of the Useful Life of Intangible Assets" (FSP SFAS 142-3). FSP SFAS 142-3 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under SFAS No. 142, "Goodwill and Other Intangible Assets" (SFAS 142). The intent of FSP SFAS 142-3 is to improve the consistency between the useful life of a recognized intangible asset under SFAS 142 and the period of expected cash flows used to measure the fair value of the asset under SFAS No. 141(R) and other applicable accounting literature. FSP SFAS 142-3 is effective for financial statements issued for fiscal years beginning after December 15, 2008 and must be applied prospectively to intangible assets acquired after the effective date.

Recent Development

On July 16, 2008, our Board of Directors approved a new share repurchase program, which will replace the current share repurchase plan effective August 4, 2008, authorizing us to purchase up to 2 million shares of our common stock over the next seven months. We have no commitments to make any purchases, and the timing of purchases, if any, and the number of shares to be bought at any one time will depend on market conditions and our assessment of risk that our NOL asset could be impaired if such repurchases were under taken. Share purchase may be made from time to time on the open market or in negotiated transactions at our discretion in compliance with Rule 10b-18 under the Securities Exchange Act of 1934. Our purchase of any of our shares is subject to limitations that may be imposed on such purchases by applicable laws and regulations and the rules of the Nasdaq Stock Market.

Results of Operations

Total revenue was \$21.4 million during both the second quarter of 2008 and 2007. Total revenue during the six months ended June 30, 2008 was \$42.5 million, an increase of 3% from \$41.4 million during the six months ended June 30, 2007. PC Postage subscriber related revenue, including service revenue, product revenue and insurance revenue in the second quarter of 2008 was \$18.5 million, an increase of 14% from \$16.3 million in the second quarter of 2007, and was \$36.6 million in the six months ended June 30, 2008, an increase of 12% from \$32.7 million in the six months ended June 30, 2007. PhotoStamps revenue in the second quarter of 2008 was \$2.9 million, a decrease of 38% from \$4.6 million in the second quarter of 2007, and was \$5.9 million in the six months ended June 30, 2008, a decrease of 25% from \$7.8 million in the six months ended June 30, 2007.

The PC Postage marketing channels we use to acquire customers include partnerships, online advertising, affiliate channel, direct mail, traditional media advertising, enhanced promotion online channel, and others. In the enhanced promotion channel, we work with various companies to advertise our service in a variety of sites on the Internet. These companies typically offer an additional promotion directly to the customer in order to get the customer to try our service. Because our enhanced promotion channel is characterized by higher customer attrition rates and lower customer acquisition costs than our other channels, we believe it is more instructive to look at our enhanced promotion channel separately from our non-enhanced promotion channels.

We estimate that subscriber related revenue for customers acquired through our enhanced promotion channel in the second quarter of 2008 was \$2.4 million, an increase of 11% from \$2.2 million in the second quarter of 2007, and was \$4.9 million in the six months ended June 30, 2008, an increase of 8% from \$4.5 million in the six months ended June 30, 2007. We estimate that subscriber related revenue for customers acquired through our non-enhanced promotion channels in the second quarter of 2008 was \$16.1 million, an increase of 14% from \$14.1 million in the second quarter of 2007, and was \$31.7 million in the six months ended June 30, 2008, an increase of 13% from \$28.2 million in the six months ended June 30, 2007. The smaller increase in enhanced promotion subscriber revenue in relation to the increase in non-enhanced promotion revenue was attributable to our decision to shift our marketing strategy and customer acquisition spending to focus on our non-enhanced promotion channels.

We define paid customers as ones from whom we successfully collected service fees at least once during the quarter. Total number of paid customers originally acquired through our non-enhanced promotion channels in the second quarter of 2008 was 314 thousand, an increase of 16% from 270 thousand in the second quarter of 2007.

We believe that the increase in paid customers in the second quarter of 2008 was attributable to our increased customer acquisition spending. For customers originally acquired through our non-enhanced promotion channels, our average subscriber related monthly revenue per paid customer in the second quarter of 2008 was \$17.14, a decrease of 2% from \$17.44 in the second quarter of 2007. This decrease is primarily attributable to lower store and insurance revenue per paid customer.

The following table sets forth our results of operations as a percentage of total revenue for the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Total Revenues				
Service	72.8%	63.1%	72.5%	65.6%
Product	12.0%	11.5%	11.9%	11.6%
Insurance	1.8%	1.7%	1.8%	1.8%
PhotoStamps	13.4%	21.7%	13.8%	18.9%
Other	0.0%	2.0%	0.0%	2.1%
Total revenues	100.0%	100.0%	100.0%	100.0%
Cost of revenues				
Service	10.6%	11.3%	11.8%	11.5%
Product	4.4%	3.9%	4.3%	4.0%
Insurance	0.6%	0.5%	0.6%	0.6%
PhotoStamps	9.8%	14.3%	9.9%	12.4%
Other	0.0%	0.1%	0.0%	0.1%
Total cost of revenues	25.4%	30.1%	26.6%	28.6%
Gross profit	74.6%	69.9%	73.4%	71.4%
Operating expenses:				
Sales and marketing	41.0%	37.0%	41.0%	38.0%
Research and development	9.8%	9.7%	9.5%	10.1%
General and administrative	20.8%	15.0%	19.8%	14.4%
Total operating expenses	71.6%	61.7%	70.3%	62.5%
Income from operations	3.0%	8.2%	3.1%	8.9%
Other income (expense), net	3.4%	5.5%	3.9%	5.8%
Income before income taxes	6.4%	13.7%	7.0%	14.7%
Income tax expense (benefit)	0.4%	0.5%	(8.2%)	0.5%
Net income	6.0%	13.2%	15.2%	14.2%

Revenue

Our revenue is derived primarily from five sources: (1) service fees charged to customers for use of our PC Postage service; (2) product revenue from the direct sale of consumables and supplies through our Supplies Store (3) insurance revenue from our branded insurance offering; (4) PhotoStamps revenue from our PhotoStamps business; and (5) other revenue, consisting of licensing revenue and advertising revenue derived from advertising programs with our existing customers.

Service revenue increased 15% to \$15.6 million in the second quarter of 2008 from \$13.5 million in the second quarter of 2007 and increased 13% to \$30.8 million in the six months ended June 30, 2008 from \$27.2 million in the six months ended June 30, 2007. These increases in service revenue were primarily due to the increase in our successfully billed customers as a result of the growth in our customer base. As a percentage of total revenue, service revenue increased ten percentage points to 73% in the second quarter of 2008 from 63% in the second quarter of 2007 and increased six percentage points to 72% in the six months ended June 30, 2008 from 66% in the six months ended June 30, 2007, primarily as a result of the increase in service revenue and the decrease in revenue from our PhotoStamps product. As a percentage of revenue, service revenue may continue to increase over future periods as we expect to experience a lower total volume of PhotoStamps sales as a result of our reduction in consumer PhotoStamps marketing spending. Further, we plan to continue to increase our level of spending on PC Postage customer acquisition in order to grow our service revenue in future periods.

Product revenue increased 5% to \$2.6 million in the second quarter of 2008 from \$2.5 million in the second quarter of 2007 and increased 5% to \$5.1 million in the six months ended June 30, 2008 from \$4.8 million in the six months ended June 30, 2007. The increase was primarily attributable to the following: (1) growth in our paid customer base; (2) marketing the store to our existing customer base; (3) the additional SKUs we added to our store; and (4) growth in postage printed, which helps drive sales of consumable supplies such as labels. Total postage printed by customers using our service during the second quarter of 2008 was \$77 million, a 20% increase from the \$65 million printed during the second quarter of 2007. As a percentage of total revenue, product revenue remained at approximately 12% during each of the second quarter of 2008 and 2007 and six months ended June 30, 2008 and 2007. We expect product revenue to increase in future periods as we expect continued growth in paid customers and in the volume of postage printed.

Insurance revenue increased 6% to \$377 thousand in the second quarter of 2008 from \$356 thousand in the second quarter of 2007 and increased 5% to \$765 thousand in the six months ended June 30, 2008 from \$730 thousand in the six months ended June 30, 2007, primarily as a result of an increase in the average of dollar value insured per transaction. As a percentage of total revenue, insurance revenue remained at 2% during each of the second quarter of 2008 and 2007 and six months ended June 30, 2008 and 2007. We expect insurance revenue to increase in future periods as we expect continued growth in our paid customer base.

PhotoStamps revenue decreased 38% to \$2.9 million in the second quarter of 2008 from \$4.6 million in the second quarter of 2007 and decreased 25% to \$5.9 million in the six months ended June 30, 2008 from \$7.8 million in the six months ended June 30, 2007. As a percentage of total revenue, PhotoStamps revenue decreased nine percentage points to 13% in the second quarter of 2008 from 22% in the second quarter of 2007 and decreased five percentage points to 14% in the six months ended June 30, 2008 from 19% in the six months ended June 30, 2007. Total PhotoStamps sheets shipped during the second quarter of 2008 was approximately 171 thousand, a 41% decrease compared to 291 thousand in the second quarter of 2007. Average revenue per sheet shipped in the second quarter of 2008 was \$16.8 compared to \$15.9 in the second quarter of 2007. The decrease in sheets shipped was primarily attributable to a decrease in both consumer and business PhotoStamps orders. We reduced our PhotoStamps sales and marketing spending in the second quarter of 2008 compared with the second quarter of 2007 and plan to continue to reduce our sales and marketing spending on PhotoStamps in future periods to improve profitability in that business. We expect that the reduction will result in lower PhotoStamps revenue in future periods.

Because of the expiration of a licensing agreement in June 2007, we did not have any other revenue in the second quarter of 2008 and six months ended June 30, 2008, compared to \$453 thousand in the second quarter of 2007 and \$906 thousand in the six months ended June 30, 2007. .

Cost of Revenue

Cost of revenue principally consists of the cost of customer service, certain promotional expenses, system operating costs, credit card processing fees, the cost of postage for PhotoStamps, image review, printing and fulfillment costs for PhotoStamps, parcel insurance offering costs, customer misprints and products sold through our Supplies Store and the related costs of shipping and handling. Cost of revenue decreased 16% to \$5.4 million in the second quarter of 2008 from \$6.4 million in the second quarter of 2007 and decreased 4% to \$11.3 million in the six months ended June 30, 2008 from \$11.8 million in the six months ended June 30, 2007. As a percentage of total revenue, cost of revenue decreased five percentage points to 25% in the second quarter of 2008 from 30% in the second quarter of 2007 and decreased two percentage points to 27% in the six months ended June 30, 2008 from 29% in the six months ended June 30, 2007.

Cost of service revenue decreased 6% to \$2.3 million in the second quarter of 2008 from \$2.4 million in the second quarter 2007. The decrease during the quarter is primarily attributable to a change in our assumption of future coupon redemptions relating to our promotional expense, which provided a one time benefit during the second quarter of 2008 of approximately \$266 thousand compared to an expense of \$384 thousand in the second quarter of 2007. Promotional expense includes free postage and a free digital scale offered to new customers. Cost of service revenue increased 5% to \$5.0 million in the six months ended June 30, 2008 from \$4.8 million in the six months ended June 30, 2007. The increase during the six months ended June 30, 2008 is primarily attributable to higher customer support related expenses resulting from expanding our support personnel and efforts to improve the overall customer experience. Promotional expense was \$199 thousand and \$792 thousand in the six months ended June 30, 2008 and 2007, respectively. As a percentage of total revenue, cost of service revenue was 11% in each of the second quarter of 2008 and 2007 and was 12% in each of the six months ended June 30, 2008 and 2007.

Cost of product revenue increased 13% to \$948 thousand in the second quarter of 2008 from \$839 thousand in the second quarter 2007 and increased 12% to \$1.8 million in the six months ended June 30, 2008 from \$1.6 million in the six months ended June 30, 2007. As a percentage of total revenue, cost of product revenue was approximately 4% in each of the second quarter of 2008 and 2007 and six months ended June 30, 2008 and 2007. The increase, on an absolute basis, is mainly attributable to the increase in product sales. See "Product Revenue" in Results of Operation above for further discussion. We expect the cost of product sales to increase in future periods if we continue to increase product sales.

Cost of insurance revenue increased 7% to \$119 thousand in the second quarter of 2008 from \$111 thousand in the second quarter of 2007 and increased 6% to \$239 thousand in the six months ended June 30, 2008 from \$226 thousand in the six months ended June 30, 2007. The increase is mainly attributable to the higher average insurance sales price as a result of the increase in the dollar value insured per transaction. As a percentage of total revenue, cost of insurance revenue was approximately 1% in each of the second quarter of 2008 and 2007 and six months ended June 30, 2008 and 2007. We expect the cost of insurance to increase in future periods if we continue to increase insurance revenue.

Cost of PhotoStamps revenue decreased 32% to \$2.1 million in the second quarter of 2008 from \$3.1 million in the second quarter of 2007 and decreased 18% to \$4.2 million in the six months ended June 30, 2008 from \$5.1 million in the six months ended June 30, 2007, primarily due to the decrease in PhotoStamps revenue during those periods. As a percentage of total revenue, cost of PhotoStamps revenue decreased four percentage points to 10% in the second quarter of 2008 from 14% in second quarter of 2007 and decreased two percentage points to 10% in the six months ended June 30, 2008 from 12% in the six months ended June 30, 2007. The gross margin from PhotoStamps revenue is significantly lower than that of our other sources of revenue because we include the stated value of USPS postage as part of our cost of PhotoStamps revenue. As a result, future increases in PhotoStamps sales would further increase the overall cost of PhotoStamps revenue as a percentage of total revenue. While we expect PhotoStamps revenue to decrease in future periods, cost of PhotoStamps revenue may grow in future periods if high volume business PhotoStamps orders, which carry a lower gross margin compared with PhotoStamps website orders, compose a higher percentage of total orders.

Cost of other revenue decreased 100% from \$26 thousand in the second quarter of 2007 and \$52 thousand in the six months ended June 30, 2007, primarily due to the expiration of one of our licensing agreements in June 2007.

Sales and Marketing

Sales and marketing expense principally consists of spending to acquire new customers and compensation and related expenses for personnel engaged in sales, marketing and business development activities. Sales and marketing expense increased 11% to \$8.8 million in the second quarter of 2008 from \$7.9 million in the second quarter 2007 and increased 10% to \$17.4 million in the six months ended June 30, 2008 from \$15.8 million in the six months ended June 30, 2007. As a percentage of total revenue, sales and marketing expenses increased four percentage points to 41% in the second quarter of 2008 from 37% in the second quarter of 2007 and increased three percentage points to 41% in the six months ended June 30, 2008 from 38% in the six months ended June 30, 2007. The increase, both on an absolute basis and as a percentage of total revenue, is primarily due to our decision to increase various marketing program expenditures relating to the acquisition of customers for our PC Postage business, partially offset by a decrease in marketing expenditures related to our PhotoStamps business. Ongoing marketing programs include the following: traditional media advertising, partnerships, customer referral programs, customer re-marketing efforts, telemarketing, direct mail and online advertising. We expect to increase our sales and marketing expenses in our PC Postage business throughout 2008, and to decrease sales and marketing expenses in our PhotoStamps business as we focus on profitability in that business.

Research and Development

Research and development expense principally consists of compensation for personnel involved in the development of our services, depreciation of equipment and software and expenditures for consulting services and third party software. Research and development expense was \$2.1 million in each of the second quarter of 2008 and 2007 and decreased 4% to 4.0 million in the six months ended June 30, 2008 from \$4.2 million in the six months ended June 30, 2007. The decrease during the six months ended June 30, 2008 is primarily due to lower headcount related expenses. As a percentage of total revenue, research and development expense was approximately 10% in each of the second quarter of 2008 and 2007 and six months ended June 30, 2008 and 2007. We expect research and development expense to increase in future periods due to our plan to increase in headcount related expenses.

General and Administrative

General and administrative expense principally consists of compensation and related costs for executive and administrative personnel, fees for legal and other professional services, depreciation of equipment and software used for general corporate purposes and amortization of intangible assets. General and administrative expense increased 39% to \$4.5 million in the second quarter of 2008 from \$3.2 million in the second quarter of 2007 and increased 41% to \$8.4 million in the six months ended June 30, 2008 from \$6.0 million in the six months ended June 30, 2007. As a percentage of total revenue, general and administrative expense increased six percentage points to 21% in the second quarter of 2008 from 15% in the second quarter of 2007 and to 20% in the six months ended June 30, 2008 from 14% in the six months ended June 30, 2007. The increase, both on an absolute basis and as a percentage of total revenue, is primarily due to the increase in legal expenses from litigation of the Kara Technologies lawsuit. Additionally, we incurred a one time litigation charge of \$710 thousand during the second quarter of 2008 relating to a lawsuit by Sterling Realty Organization Co. stemming from our iShip business which we divested in 2001. We currently expect general and administrative expenses to continue to increase in future periods as we continue to experience increased activity in existing litigation matters, although unpredictable changes in timing of litigation matters may result in periods of declining expenses.

Other Income, Net

Other income, net consists of interest income from cash equivalents and short-term and long-term investments. Other income, net decreased 37% to \$736 thousand in the second quarter of 2008 from \$1.2 million in the second quarter of 2007 and decreased 30% to \$1.7 million in the six months ended June 30, 2008 from \$2.4 million in the six months ended June 30, 2007. As a percentage of total revenue, other income, net decreased three percentage points to 3% in the second quarter of 2008 from 6% in the second quarter of 2007 and decreased two percentage points to approximately 4% in the six months ended June 30, 2008 from 6% in the six months ended June 30, 2007. The decrease, both on an absolute basis and as a percentage of total revenue, is primarily due to lower rates and lower investment balances as we sold certain investments and used the cash to repurchase shares of our common stock. We expect other income to decrease in future periods as a result of lower invested cash balance and lower interest rates.

Liquidity and Capital Resources

As of June 30, 2008 and December 31, 2007 we had approximately \$91.4 million and \$90.8 million, respectively, in cash, restricted cash and short-term and long-term investments. We invest available funds in short and long-term securities including money market funds, corporate bonds, asset backed securities, and government and agency bonds, and do not engage in hedging or speculative activities.

In November 2003, we entered into a facility lease agreement commencing in March 2004 for our new corporate headquarters with aggregate lease payments of approximately \$4 million through February 2010.

The following table is a schedule of our contractual obligations and commercial commitments, which is comprised of the future minimum lease payments under operating leases at June 30, 2008 (in thousands):

	Operating
Six months ending December 31, 2008	\$ 379
Years ending December 31:	
2009	794
2010	134
	<u>\$ 1,307</u>

Net cash provided by operating activities was \$5.6 million and \$6.7 million during the six months ended June 30, 2008 and 2007, respectively. The decrease in net cash provided by operating activities resulted primarily from the decrease in PhotoStamps and licensing revenue.

Net cash provided by investing activities was \$10.4 million and \$15.6 million during the six months ended June 30, 2008 and 2007, respectively. The decrease in net cash provided by investing activities is mainly due to the sale of investments in the first quarter of 2008 to fund the repurchase of stock. We did not repurchase any stock in the second quarter of 2008.

Net cash used in financing activities was \$4.2 million and \$18.3 million during the six months ended June 30, 2008 and 2007, respectively. The decrease is mainly due to the reduction of our stock repurchase program.

We believe our available cash and marketable securities, together with the cash flow from operations, will be sufficient to fund our business for the foreseeable future.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our exposure to market rate risk for changes in interest rates relates primarily to our investment portfolio. We have not used derivative financial instruments in our investment portfolio. Our cash equivalents and investments are comprised of money market, U.S. government obligations and public corporate debt securities with weighted average maturities of 153 days at June 30, 2008. Our cash equivalents and investments, net of restricted cash, approximated \$90.8 million and had a related weighted average interest rate of approximately 3.2%. Interest rate fluctuations can impact the carrying value of our portfolio. We do not believe that the future market risks related to the above securities will have a material adverse impact on our financial position, results of operations or liquidity.

As we do not have any operations outside of the United States, we are not exposed to foreign currency risks.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

As of the end of the period covered by this Report, our management evaluated, with the participation of our Principal Executive Officer and Principal Financial Officer, the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, our Principal Executive Officer and Principal Financial Officer have concluded, as of that time, that our disclosure controls and procedures were effective in ensuring that information required to be disclosed by us in reports filed or submitted under the Exchange Act (i) is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) is accumulated and communicated to our management including our Principal Executive Officer and our Principal Financial Officer, to allow timely decisions regarding required disclosure.

Changes in Internal Controls

During the second quarter ended June 30, 2008, there has been no change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

On October 22, 2004, Kara Technology Incorporated filed suit against us in the United States District Court for the Southern District of New York, alleging, among other claims, that we infringed certain Kara Technology patents and that we misappropriated trade secrets owned by Kara Technology, most particularly with respect to our NetStamps feature. Kara Technology seeks an injunction, unspecified damages, and attorneys' fees. On February 9, 2005, the court granted our motion to transfer this suit to the United States District Court for the Central District of California. On August 23, 2006, the court granted our summary judgment motions on the trade secret and other non-patent claims. On April 3, 2008, the court granted our summary judgment motion that PhotoStamps does not infringe and denied our summary judgment motions that NetStamps does not infringe and the patents are invalid. On June 27, 2008, at the conclusion of trial, the jury issued its verdict in our favor, finding that NetStamps does not infringe the Kara Technology patents.

On November 22, 2006, we filed a lawsuit against Endicia, Inc. and PSI Systems, Inc. in the United States District Court for the Central District of California for infringement of eleven of our patents covering, among other things, Internet postage technology. On January 8, 2007, Endicia, Inc. and PSI Systems, Inc. filed counterclaims asking for a declaratory judgment that all eleven patents are invalid, unenforceable and not infringed. The Court has scheduled a trial commencement date of May 12, 2009.

In May and June 2001, we were named, together with certain of our current and former board members and/or officers, as a defendant in 11 purported class-action lawsuits, filed in the U.S. District Court for the Southern District of New York. The lawsuits allege violations of the Securities Act and the Exchange Act in connection with our initial public offering and a secondary offering of our common stock. The lawsuits also name as defendants the principal underwriters in connection with our public offerings, and allege that the underwriters engaged in improper commission practices and stock price manipulations in connection with the sale of our common stock. The lawsuits allege that we and/or certain of our officers or directors knew of or recklessly disregarded these practices by the underwriter defendants, and failed to disclose them in our public filings. Plaintiffs seek damages and statutory compensation, including interest, costs and expenses (including attorneys' fees). All of these lawsuits have been consolidated for pretrial purposes before U.S. District Court Judge Shira Scheindlin.

In October 2002, pursuant to a stipulation and tolling agreement with plaintiffs, our current and former board members and/or officers were dismissed without prejudice. That agreement was extended as to those individuals by an addendum dated as of September 2007. In June 2003, we approved a proposed Memorandum of Understanding among the plaintiffs, issuers and insurers as to terms for a settlement of the litigation against us, which was further documented in a Stipulation and Agreement of Settlement filed with the court. The proposed settlement, which would not have required us to make any payments, was preliminarily approved by the court in February 2005 and was the subject of a fairness hearing in April 2006.

In October 2004, however, the court issued an order regarding class certification in certain related matters. In December 2006, the U.S. Court of Appeals for the Second Circuit vacated that order, and determined that the related matters could not be certified as a class as currently defined. That appellate decision rendered uncertain whether our proposed settlement could be finally approved and consummated, and, in June 2007, the proposed settlement was terminated. As a result, plaintiffs have filed an amended complaint and proposed an alternative class definition in related litigation. If such a class definition does not receive final court approval and/or a later settlement is not consummated for any reason, we intend to defend the lawsuits vigorously.

On August 30, 2007, Sterling Realty Organization Co. filed suit against us in the Superior Court for the State of Washington for King County, alleging they are entitled under the doctrine of equitable subrogation to recover a \$575,929 sales tax related payment for improvements under a lease related to our discontinued iShip business, which we sold in 2001. The lawsuit also seeks pre-judgment interest and costs. On June 27, 2008, the Court granted summary judgment to the plaintiff in the amount of \$575,413.66 plus prejudgment interest of \$94,210. We have recorded these litigation charges in our financial statements as of June 30, 2008.

We are subject to various other routine legal proceedings and claims incidental to our business, or which involve primarily a claim for damages that does not exceed 10% of our consolidated assets. We believe that the ultimate results from these actions will not have a material adverse effect on our financial position, results of operations or cash flows.

ITEM 1A. RISK FACTORS

There have been no material changes from the risk factors disclosed in Part 1, Item 1A, of our 2007 Annual Report on Form 10-K.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

We did not have any unregistered sales of common stock during the quarter ended June 30, 2008.

Issuer Purchases of Equity Securities

We did not have any purchases of our equity securities during the quarter ended June 30, 2008.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Our annual meeting of stockholders was held on May 22, 2008. At that meeting, three proposals were submitted to a vote of our stockholders: (1) to elect one director (Ken McBride) to serve for a three-year term ending in the year 2011 or until his successor is duly elected and qualified; (2) to approve an amendment to our Amended and Restated Certificate of Incorporation to preserve the tax treatment of our tax net operating losses, and (3) to ratify the appointment of Ernst & Young LLP as our independent auditors for the fiscal year ending December 31, 2008.

At the close of business on the record date for the meeting (which was April 11, 2008), there were 24,304,445 shares of common stock outstanding and entitled to be voted at the meeting. Holders of 17,424,375 shares of common stock (representing a like number of votes) were present at the annual meeting, either in person or by proxy. The following table sets forth the results of the voting:

	Proposal 1	For	Withheld	
Election of a Director: Ken McBride		16,656,130	768,245	
	Proposal 2	For	Against	Abstain
Amendment to Preserve Tax Treatment of our tax net operating losses		17,042,157	344,087	38,131
	Proposal 3	For	Against	Abstain
Appointment of Ernst & Young LLP (auditors)		17,105,012	313,726	5,637

Each of the proposals set forth above received more than the required number of votes for approval and were therefore duly and validly approved by the stockholders.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

- 3.1 Amended and Restated Certificate of Incorporation of Stamps.com Inc.
- 31.1 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

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, thereunto duly authorized.

STAMPS.COM INC.

(Registrant)

August 8, 2008

By: /s/ KEN MCBRIDE

Ken McBride
Chief Executive Officer

August 8, 2008

By: /s/ KYLE HUEBNER

Kyle Huebner
Chief Financial Officer

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
STAMPS.COM INC.**

The undersigned John M. Payne and John W. LaValle, hereby certify that:

ONE: They are the duly elected and acting President and Secretary, respectively, of said corporation.

TWO: The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on January 9, 1998, under the name "Stampmaster, Inc." On February 25, 1998, the Corporation filed an Amended and Restated Certificate of Incorporation. On December 4, 1998, the Corporation filed a Certificate of Amendment changing the name of the Corporation to "Stamps.com." On February 17, 1999, the Corporation filed an Amended and Restated Certificate of Incorporation.

THREE: The Amended and Restated Certificate of Incorporation of said corporation shall be amended and restated to read in full as follows:

ARTICLE I

The name of this corporation is STAMPS.COM Inc. (the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road, Wilmington, County of New Castle. The name of the Corporation's registered agent at such address is The Prentice-Hall Corporation System, Inc.

ARTICLE III

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "GCL").

ARTICLE IV

The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares that the Corporation is authorized to issue is One Hundred Million (100,000,000). Ninety Five Million (95,000,000) shares shall be Common Stock, par value \$0.001 per share, and Five Million (5,000,000) shares shall be Preferred Stock, par value \$0.001 per share.

The Preferred Stock may be issued from time to time in one or more series, without further stockholder approval. The Board of Directors of the Corporation is hereby authorized to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon each series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or of any of them. The rights, privileges, preferences and restrictions of any such additional series may be subordinated to, pari passu with (including, without limitation, inclusion in provisions with respect to liquidation and acquisition preferences, redemption and/or approval of matters by vote), or senior to any of those of any present or future class or series of Preferred Stock or Common Stock. The Board of Directors is also authorized to increase or decrease the number of shares of any series prior or subsequent to the issue of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

ARTICLE V

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation. In addition, the Bylaws may be amended by the affirmative vote of holders of at least sixty-six and two-thirds percent (66 2/3%) of the outstanding shares of voting stock of the Corporation entitled to vote at an election of directors.

ARTICLE VI

The number of directors of the Corporation shall be determined by resolution of the Board of Directors.

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide. Advance notice of stockholder nominations for the election of directors and of any other business to be brought before any meeting of the stockholders shall be given in the manner provided in the Bylaws of this Corporation.

At each annual meeting of stockholders, directors of the Corporation shall be elected to hold office until the expiration of the term for which they are elected, or until their successors have been duly elected and qualified; except that if any such election shall not be so held, such election shall take place at a stockholders' meeting called and held in accordance with the GCL.

The directors of the Corporation shall be divided into three (3) classes as nearly equal in size as is practicable, hereby designated Class I, Class II and Class III. For the purposes hereof, the initial Class I, Class II and Class III directors shall be those directors so designated by a resolution of the Board of Directors. At the first annual meeting of stockholders following the closing of the initial public offering of the Corporation's Common Stock, the term of office of the Class I directors shall expire and Class I directors shall be elected for a full term of three (3) years. At the second annual meeting of stockholders following the closing of the initial public offering of the Corporation's Common Stock, the term of office of the Class II directors shall expire and Class II directors shall be elected for a full term of three (3) years. At the third annual meeting of stockholders following the initial public offering of the Corporation's Common Stock, the term of office of the Class III directors shall expire and Class III directors shall be elected for a full term of three (3) years. At each succeeding annual meeting of stockholders, directors shall be elected for a full term of three (3) years to succeed the directors of the class whose terms expire at such annual meeting. If the number of directors is hereafter changed, each director then serving as such shall nevertheless continue as a director of the Class of which he is a member until the expiration of his current term and any newly created directorships or decrease in directorships shall be so apportioned among the classes as to make all classes as nearly equal in number as is practicable.

Vacancies occurring on the Board of Directors for any reason may be filled by vote of a majority of the remaining members of the Board of Directors, even if less than a quorum, at any meeting of the Board of Directors. A person so elected by the Board of Directors to fill a vacancy shall hold office for the remainder of the full term of the director for which the vacancy was created or occurred and until such director's successor shall have been duly elected and qualified. A director may be removed from office by the affirmative vote of the holders of 66 2/3% of the outstanding shares of voting stock of the Corporation entitled to vote at an election of directors, provided that such removal is for cause.

ARTICLE VII

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. Special meetings of the stockholders, for any purpose or purposes, may only be called by the Board of Directors of the Corporation. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE VIII

To the fullest extent permitted by applicable law, this Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees and agents (and any other persons to which Delaware law permits this Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the GCL, subject only to limits created by applicable Delaware law (statutory or non-statutory), with respect to action for breach of duty to the Corporation, its stockholders, and others.

No director of the Corporation shall be personally liable to the Corporation or any stockholder for monetary damages for breach of fiduciary duty as a director, except for any matter in respect of which such director shall be liable under Section 174 of the GCL or any amendment thereto or shall be liable by reason that, in addition to any and all other requirements for such liability, such director (1) shall have breached the director's duty or loyalty to the Corporation or its stockholders, (2) shall have acted in a manner involving intentional misconduct or a knowing violation of Law or, in failing to act, shall have acted in a manner involving intentional misconduct or a knowing violation of law, or (3) shall have derived an improper personal benefit. If the GCL is hereafter amended to authorize the further elimination or limitation of the liability of a director, the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the GCL, as so amended.

Each person who was or is made a party or is threatened to be made a party to or is in any way involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), including any appeal therefrom, by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or a direct or indirect subsidiary of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another entity or enterprise, or was a director or officer of a foreign or domestic corporation which was predecessor corporation of the Corporation or of another entity or enterprise at the request of such predecessor corporation, shall be indemnified and held harmless by the Corporation, and the Corporation shall advance all expenses incurred by any such person in defense of any such proceeding prior to its final determination, to the fullest extent authorized by the GCL. In any proceeding against the Corporation to enforce these rights, such person shall be presumed to be entitled to indemnification and the Corporation shall have the burden of proving that such person has not met the standards of conduct for permissible indemnification set forth in the GCL. The rights to indemnification and advancement of expenses conferred by this Article VIII shall be presumed to have been relied upon by the directors and officers of the Corporation in serving or continuing to serve the Corporation and shall be enforceable as contract rights. Said rights shall not be exclusive of any other rights to which those seeking indemnification may otherwise be entitled. The Corporation may, upon written demand presented by a director or officer of the Corporation or of a direct or indirect subsidiary of the Corporation, or by a person serving at the request of the Corporation as a director or officer of another entity or enterprise, enter into contracts to provide such persons with specified rights to indemnification, which contracts may confer rights and protections to the maximum extent permitted by the GCL, as amended and in effect from time to time.

If a claim under this Article VIII is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expenses of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce the right to be advanced expenses incurred in defending any proceeding prior to its final disposition where the required undertaking, if any, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the GCL for the Corporation to indemnify the claimant for the amount claimed, but the claimant shall be presumed to be entitled to indemnification and the Corporation shall have the burden of proving that the claimant has not met the standards of conduct for permissible indemnification set forth in the GCL.

If the GCL is hereafter amended to permit the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment, the indemnification rights conferred by this Article VIII shall be broadened to the fullest extent permitted by the GCL, as so amended.

ARTICLE IX

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation. Notwithstanding the foregoing, the provisions set forth in Articles V, VI, VII, VIII, and IX of this Amended and Restated Certificate of Incorporation may not be repealed or amended in any respect without the affirmative vote of holders at least 66-2/3% of the outstanding voting stock of the Corporation entitled to vote at election of directors.

FOURTH: The foregoing amendment and restatement has been duly adopted by the Corporation's Board of Directors in accordance with the applicable provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.

FIFTH: The foregoing amendment and restatement was approved by the holders of the requisite number of shares of the Corporation in accordance with Section 228 of the General Corporation law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned have executed this certificate on June 22, 1999.

/s/ John M. Payne

John M. Payne
President

/s/ John W. LaValle

John W. LaValle
Secretary

**CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE
AND OF REGISTERED AGENT**

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is STAMPS.COM INC.
2. The registered office of the Corporation within the State of Delaware is hereby changed to 9 East Lookerman Street, City of Dover 19901, County of Kent.
3. The registered agent of the Corporation within the State of Delaware is hereby changed to National Registered Agents, Inc., the business office of which is identical with the registered office of the corporation as hereby changed.
4. The Corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

Signed on December 13 1999.

\s\ MICHAEL A. SUERCHER

MICHAEL A. SUERCHER

SR. DIRECTOR, LECOK

**CERTIFICATE OF AMENDMENT OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
STAMPS.COM INC.**

Stamps.com Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: That at a meeting of the Board of Directors of Stamps.com Inc., resolutions were duly adopted setting forth a proposed amendment of the Amended and Restated Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing Article IV thereof so that, as amended said Article IV shall be and read as follows:

"ARTICLE IV

The Corporation is authorized to issue two classes of stock to be designated respectively, "Common Stock" and "Preferred Stock". The total number of shares that the Corporation is authorized to issue is Fifty Million (50,000,000). Forty Seven Million Five Hundred Thousand (47,500,000) shares shall be Common Stock, par value \$0.001 per share, and Two Million Five Hundred Thousand (2,500,000) shares shall be Preferred Stock, par value \$0.001 per share.

The Preferred Stock may be issued from time to time in one or more series, without further stockholder approval. The Board of Directors of the Corporation is hereby authorized to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon each series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or of any of them. The rights, privileges, preferences and restrictions of any such additional series may be subordinated to, pari passu with (including, without limitation, inclusion in provisions with respect to Liquidation and acquisition preferences, redemption and/or approval of matters by vote), or senior to any of those of any present or future class or series of Preferred Stock or Common Stock. The Board of Directors is also authorized to increase or decrease the number of shares of any series prior or subsequent to the issue of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

Simultaneously with the effective day of this Certificate of Amendment, each two shares of Common Stock issued and outstanding immediately prior to the effective date of the filing of this Certificate of Amendment to the Corporation's Certificate of Incorporation is hereby reclassified, changed and combined into one fully paid and non-assessable share of Common Stock. Each holder of record of a certificate representing two or more shares of Common Stock as of the close of business on the effective date of the filing of this Certificate of Amendment shall be entitled to receive as soon as practicable, upon surrender of such certificate, a certificate or certificates representing one share of Common Stock for each two shares of Common Stock represented by the certificate or certificates of such holder, provided, however, that the Corporation shall issue no fractional shares of Common Stock but shall instead pay to any stockholder who would be entitled to receive a fractional share as a result of the actions set forth herein a sum in cash equal to the fair market value of the shares constituting such fractional share based upon the closing sales price of the Common Stock as reported on the Nasdaq SmallCap Market as of the date this Certificate of Amendment is effective with the Secretary of State of Delaware."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a meeting of the stockholders of the Corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: This Certificate of Amendment to the Certificate of Incorporation shall be effective as of May 12, 2004 at 8:30 a.m. EDT.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment of the Certificate of Incorporation of the Corporation as of this 6th day of May 2004.

/s/ Ken McBride

Ken McBride
President and CEO

/s/ Seth Weisberg

Seth Weisberg
Secretary

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
STAMPS.COM INC.**

Pursuant to Section 242
of the General Corporation Law of the State of Delaware

Stamps.com Inc., a corporation duly organized and existing under the General Corporation Law of the State of the Delaware (the “Corporation”), does hereby certify that:

1. The Amended and Restated Certificate of Incorporation of the Corporation shall be amended by re-numbering Article IX thereof (as in effect immediately prior to the effectiveness of this Certificate of Amendment) as Article X, and the reference to Article “IX” therein shall accordingly be amended such that it is a reference to Article “X”. All other provisions of Article IX (as in effect immediately prior to the effectiveness of this Certificate of Amendment) shall remain unchanged.

2. The Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by adding the following provisions as Article IX thereof:

“ARTICLE IX

(A) DEFINITIONS. For purposes of this Article IX:

(1) “Excess Shares” means any Stock, or any rights in Stock, the Transfer or ownership of which would result in a Prohibited Ownership Percentage or a violation of Section (B) of this Article IX;

(2) “Expiration Date” means the earlier of (x) the repeal of Section 382 of the Internal Revenue Code of 1986, as amended from time to time, or any successor statute (collectively, the “Code”) if the Board of Directors determines that the restrictions in this Article IX are no longer necessary for the preservation of the Tax Benefits, (y) the beginning of a taxable year of the Corporation to which the Board of Directors determines that no Tax Benefits may be carried forward, or (z) such date as the Board of Directors shall fix in accordance with Section (G) of this Article IX;

(3) “Option” shall have the meaning set forth in Section 1.382-4 of the Treasury Regulations, as amended from time to time, promulgated under the Code (“Treasury Regulations”);

(4) a “Person” shall mean any individual, corporation, estate, trust (including a trust qualified under Sections 401(a) or 501(c)(17) of the Code), a portion of a trust permanently set aside for or to be used exclusively for the purposes described in Section 642(c) of the Code, association, private foundation within the meaning of Section 509(a) of the Code, company, limited liability company, partnership, joint venture, or similar organization (including the Corporation if appropriate in the context) and also includes a group as that term is used for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, or any other entity described in Treasury Regulation Section 1.382-3(a)(1)(i);

(5) “Prohibited Distributions” means any and all dividends or other distributions paid by the Corporation with respect to any Excess Shares received by a Purported Acquiror;

(6) a “Public Group” shall have the meaning contained in Treasury Regulation Section 1.382-2T(f)(13), excluding any “direct public group” with respect to the Corporation, as that term is used in Treasury Regulation Section 1.382-2T(j)(2)(ii);

(7) a “Prohibited Ownership Percentage” shall mean (i) any Stock ownership that would cause a Person to beneficially own (as defined under Section 13(d) of the Securities Exchange Act of 1934) five percent (5%) or more in value of the aggregate of the outstanding shares of capital stock of the Corporation, or (ii) any Stock ownership that would cause a Person or Public Group to be a “5-percent shareholder” of the Corporation within the meaning of Treasury Regulation Section 1.382-2T(g)(1)(i); for this purpose, whether a Person or Public Group would be a “5-percent shareholder” shall be determined (i) without giving effect to the following provisions: Treasury Regulation Sections 1.382-2T(g)(2), 1.382-2T(g)(3), 1.382-2T(h)(2)(iii) and 1.382-2T(h)(6)(iii), (ii) by treating every Person or Public Group which owns Stock, whether directly or by attribution, as directly owning such Stock notwithstanding any further attribution of such Stock to other Persons and notwithstanding Treasury Regulation Section 1.382-2T(h)(2)(i)(A), (iii) by substituting the term “Person” in place of “individual” in Treasury Regulation Section 1.382-2T(g)(1), (iv) by taking into account ownership of Stock at any time during the “testing period” as defined in Treasury Regulation Section 1.382-2T(d)(1), and (v) by treating each day during the testing period as if it were a “testing date” as defined in Treasury Regulation Section 1.382-2T(a)(4)(i); in addition, for the purpose of determining whether any Person or Public Group has a Prohibited Ownership Percentage as of any date, the definition of Stock set forth in Section (A)(10) shall be applied in lieu of the definition in Treasury Regulation Section 1.382-2T(f)(18), except that any Option shall be treated as Stock only to the extent treating it as Stock would cause an increase in ownership of Stock by such Person and such Option would be deemed exercised pursuant to Treasury Regulations in effect from time to time (disregarding whether treating such Option as exercised would cause an ownership change);

(8) “Prohibited Person” shall mean any Person who has or would have, if a Transfer or purported Transfer we completed, a Prohibited Ownership Percentage;

(9) “Purported Acquiror” means any Person that purports to acquire record, beneficial, legal or any other ownership of Excess Shares. If there is more than one Purported Acquiror with respect to certain Excess Shares (for example, if the Purported Acquiror of record ownership of such Excess Shares is not the Purported Acquiror of beneficial ownership of such Excess Shares), then references to “Purported Acquiror” shall include any or all of such Purported Acquirors, as appropriate;

(10) “Stock” refers to all classes or series of stock of the Corporation, all Options to acquire stock of the Corporation and all other interests that would be treated as stock in the Corporation pursuant to Treasury Regulation Section 1.382-2T(f)(18)(iii), other than (i) stock described in Section 1504(a)(4) of the Code and (ii) stock that would be described in such Section 1504(a)(4) but is not so described solely because it is entitled to vote as a result of dividend arrearages;

(11) “Transfer” shall mean any conveyance, issuance, sale, transfer, gift, assignment, devise or other disposition, by any means, of legal, record or beneficial ownership (direct or indirect) of Stock, whether such means are direct or indirect, voluntary or involuntary, by operation of law or otherwise, or any agreement to take any such action or cause any such events, including, without limitation, the transfer of any ownership interest in any entity that owns (directly or indirectly) Stock (and any reference in this Article IX to a Transfer of Stock shall include any Transfer of any interest in any such entity and references to the Persons to whom Stock is Transferred shall include Persons to whom any interest in any such entity shall have been Transferred); and

(12) “Transferee” means any Person to whom Stock is Transferred.

(B) TRANSFER AND OWNERSHIP RESTRICTIONS. In order to preserve the net operating loss carryforwards (including any “net unrealized built-in loss,” as defined under applicable law), capital loss carryforwards, general business credit carryforwards, alternative minimum tax credit carryforwards and other tax benefits (collectively, the “Tax Benefits”) to which the Corporation or any member of the Corporation’s “affiliated group,” as that term is used in Section 1504 of the Code, is or becomes entitled pursuant to the Code and the Treasury Regulations or any applicable state statute, from and after the effective time of this Article IX until the Expiration Date, no Transfer of any Stock may be made to the extent that such Transfer, if effected: (a) would cause the Transferee or any Person or Public Group to have a Prohibited Ownership Percentage; or (b) would increase the Stock ownership percentage (determined in accordance with Section 382 of the Code and the Treasury Regulations thereunder) of any Transferee or any Person or Public Group having a Prohibited Ownership Percentage.

(C) WAIVER OF RESTRICTIONS. Notwithstanding anything herein to the contrary, the Board of Directors may waive the application of any of the restrictions contained in Section (B) of this Article IX, including any Transfer of Stock that would otherwise be prohibited, in any instance in which the Board of Directors determines that a waiver would be in the best interests of the Corporation, notwithstanding the effect of such waiver on the Tax Benefits. The Board of Directors may impose any conditions that it deems reasonable and appropriate in connection with such a waiver, including without limitation, restrictions on the ability of any Transferee to Transfer Stock acquired through a Transfer. A waiver of the Board of Directors hereunder may be given prospectively or retroactively.

(D) **PURPORTED TRANSFER IN VIOLATION OF TRANSFER RESTRICTION.** Unless a waiver of the Board of Directors is obtained as provided in Section (C) of this Article IX, any purported Transfer of Excess Shares (other than a Transfer as provided in Section (D)(2) of this Article IX or an automatic transfer as provided below) shall be null and void *ab initio* and shall not be effective to Transfer any record, legal, beneficial or any other ownership of such Excess Shares to the Purported Acquiror, who shall not be entitled to any rights as a stockholder of the Corporation with respect to such Excess Shares, and such Excess Shares shall be automatically transferred pursuant to Delaware General Corporations Law Section 202(c)(4) to an agent designated by the Corporation (the "Agent"). Any future dividends or distributions payable on any Excess Shares shall be paid to the Agent until the Excess Shares are sold by it. A Transfer that is null and void under this Section (D) shall not adversely affect the validity of any other Transfer of any Stock in the same or any other related transaction.

(1) Demand by Corporation. Unless a waiver of the Board of Directors is obtained as provided in Section (C) of this Article IX, within 30 days of a determination by the Board of Directors that there has been or is threatened a purported Transfer of Excess Shares to a Purported Acquiror, or that a Person proposes to take any action in violation of this Article IX (whether or not such action is intentional), the Corporation shall make a demand on the Purported Acquiror to transfer or cause the transfer of any certificate or other evidence of purported ownership of the Excess Shares within the Purported Acquiror's possession or control, along with the Prohibited Distributions, to the Agent. Any failure by the Purported Acquiror to transfer or cause the transfer of any certificate or other evidence of purported ownership of the Excess Shares to the Agent shall not negate the automatic transfer of such Excess Shares to the Agent.

(2) Transfer of Excess shares and Prohibited Distributions to Agent. Upon demand by the Corporation, the Purported Acquiror shall transfer or cause the transfer of any certificate or other evidence of purported ownership of the Excess Shares within the Purported Acquiror's possession or control, along with the Prohibited Distributions, to the Agent. The Agent shall sell in an arms-length transaction (through the NASDAQ Stock Market, if possible, but in any event consistent with applicable law) any Excess Shares provided, however, that the Agent shall, in its reasonable discretion, effect such sale or sales in an orderly fashion and shall not be required to effect any such sale within any specific time frame if, in the Agent's reasonable discretion, such sale or sales would disrupt the market for the Common Stock or other securities of the Corporation or would otherwise substantially adversely affect the value of the Common Stock or such other securities. The proceeds of such sale shall be referred to as "Sales Proceeds." If, after purportedly acquiring the Excess Shares, the Purported Acquiror has purported to sell some or all of them to an unrelated party in an arms-length transaction, the Purported Acquiror shall be deemed to have sold such Excess Shares on behalf of the Agent, and in lieu of transferring the Prohibited Distributions to the Agent, the Purported Acquiror shall transfer to the Agent the Prohibited Distributions and the proceeds of such sale (the "Resale Proceed"), except to the extent that the Agent grants written permission to the Purported Acquiror to retain a portion of the Resale Proceeds not exceeding the amount that would have been payable by the Agent to the Purported Acquiror pursuant to Section (D)(3) of this Article IX if the Excess Shares had been sold by the Agent rather than by the Purported Acquiror. Any purported Transfer of the Excess Shares by the Purported Acquiror other than a transfer which (a) is described in the preceding sentences of this Section (D)(2) or occurs automatically to the Agent and (b) does not itself violate the provisions of this Article IX shall be null and void *ab initio* and shall not be effective to transfer any ownership of the Excess Shares.

(3) Allocation of Sale Proceeds, Resale Proceeds and Prohibited Distributions. The Sales Proceeds, the Resale Proceeds if applicable, and Prohibited Distributions if applicable shall be allocated as follows: (1) first to the Agent in an amount equal to the expenses incurred in selling such Excess Shares; then (2) second, to the Purported Acquiror up to the following amount: (a) the purported purchase price paid or value of consideration surrendered by the Purported Acquiror for the Excess Shares, or (b) where the purported Transfer of the Excess Shares to the Purported Acquiror was by gift, inheritance, or any similar purported Transfer, the fair market value of the Excess Shares at the time of such purported Transfer; and then (3) third any remaining amounts to an entity designated by the Corporation that is described in Section 501(c)(3) of the Code, contributions to which must be eligible for deduction under each of Sections 170(b)(1)(A), 2055 and 2522 of the Code. In no event shall any Excess Shares, Sales Proceeds, Resale Proceeds or Prohibited Distributions inure to the benefit of the Corporation or the Agent, except to the extent used to cover expenses incurred by the Agent in performing its duties hereunder.

(4) Remedies. Without limiting any other remedies available to the Corporation, if a Purported Acquiror shall fail to comply with Section (D)(2) of this Article IX within thirty (30) days of the Corporation's demand, and unless a waiver of the Board of Directors is obtained as provided in Section (C) of this Article IX, the Corporation shall promptly take all cost effective actions which it believes appropriate to compel the Purported Acquiror to surrender to the Agent the certificates representing any purported ownership of Excess Shares, the Resale Proceeds, and/or the Prohibited Distributions or to enjoin or rescind any such purported Transfer. The Board of Directors may authorize such additional actions as it deems advisable to give effect to the provisions of this Article IX, including, without limitation, refusing to give effect on the books of the Corporation to any such purported Transfer. The Corporation is authorized specifically to seek equitable relief, including injunctive relief, to enforce or prevent a violation of the provisions of this Article IX.

(5) Liability. If any Person shall knowingly violate, or knowingly cause any other Person under the control of such Person ("Controlled Person") to violate, Section (B) of this Article IX, then that Person and any Controlled Person shall be jointly and severally liable for, and shall pay to the Corporation, such amount as will, after taking account of all taxes imposed with respect to the receipt or accrual of such amount and all costs incurred by the Corporation as a result of such violation, put the Corporation in the same financial position as it would have been in had such violation not occurred.

(E) OBLIGATION TO PROVIDE INFORMATION. At the request of the Corporation or as a condition to the registration of the Transfer of any Stock, any Person who is a beneficial, legal or record holder of Stock, and any proposed Transferee and any Person controlling, controlled by or under common control with the proposed Transferee, shall provide such information as the Corporation may request from time to time in order to determine compliance with this Article IX or the status of the Corporation's Tax Benefits.

(F) LEGENDS. The Board of Directors may require that any certificates issued by the Corporation evidencing ownership of shares of Stock that are subject either to the restrictions on transfer and ownership contained in this Article IX or to conditions imposed by the Board of Directors under Section (C) of this Article IX bear a conspicuous legend referencing the applicable restrictions.

(G) AUTHORITY OF BOARD OF DIRECTORS. Nothing contained in this Article IX shall limit the authority of the Board of Directors to take such other action to the extent permitted by law as it deems necessary or advisable to protect the Corporation in preserving the Tax Benefits. Without limiting the generality of the foregoing, in the event of a change in law (including applicable regulations) making one or more of the following actions necessary or desirable or in the event that the Board of Directors believes one or more of such actions is in the best interest of the Corporation, the Board of Directors may accelerate or extend the Expiration Date; provided that the Board of Directors shall determine in writing that such acceleration or extension is reasonably necessary or desirable to preserve the Tax Benefits or that the continuation of these restrictions is no longer reasonably necessary for the preservation of the Tax Benefits, as the case may be. In addition, the Board of Directors may, to the extent permitted by law, from time to time establish, modify, amend or rescind Bylaws, regulations and procedures of the Corporation not inconsistent with the express provisions of this Article IX for purposes of determining whether any Transfer of Stock would jeopardize the Corporation's ability to preserve or use the Tax Benefits, or for the orderly application, administration and implementation of the provisions of this Article IX. The Board of Directors shall have the exclusive power and authority to administer this Article IX and to exercise all rights and powers specifically granted to the Board of Directors, or as may be necessary or advisable in the administration of this Article IX, including without limitation, the right and power to (1) interpret the provisions of this Article IX, (2) make all calculations and determinations deemed necessary or advisable for the administration of this Article IX and (3) determine value in good faith, which determination shall be conclusive. In the case of an ambiguity in the application of any of the provisions of this Article IX, including any definition used herein, the Board of Directors shall have the power to determine the application of such provisions with respect to any situation based on its reasonable belief, understanding or knowledge of the circumstances. In the event this Article IX requires an action by the Board of Directors but fails to provide specific guidance with respect to such action, the Board of Directors shall have the power to determine the action to be taken so long as such action is not contrary to the provisions of this Article IX. All such actions, calculations, interpretations and determinations which are done or made by the Board of Directors in good faith shall be final, conclusive and binding on the Corporation, the Agent, and all other parties; provided, however, the Board of Directors may delegate all or any portion of its duties and powers under this Article IX to a committee of independent members of the Board of Directors as it deems necessary or advisable.

(H) BENEFITS OF THIS ARTICLE IX. Nothing in this Article IX shall be construed to give to any Person other than the Corporation or the Agent any legal or equitable right, remedy or claim under this Article IX. This Article IX shall be for the sole and exclusive benefit of the Corporation and the Agent.

(I) SEVERABILITY. If any provision of this Article IX or the application of any such provision to any Person or under any circumstance shall be held invalid, illegal, or unenforceable in any respect by a court of competent jurisdiction, such invalidity, illegality or unenforceability shall not affect any other provision of this Article IX.

(J) WAIVER. With regard to any power, remedy or right provided herein or otherwise available to the Corporation or the Agent under this Article IX, (i) no waiver will be effective unless expressly contained in a writing signed by the waiving party; and (ii) no alteration, modification or impairment will be implied by reason of any previous waiver, extension of time, delay or omission in exercise, or other indulgence.”

3. The foregoing amendments were duly adopted in accordance with the provisions of Sections 242 of the General Corporation Law of the State of Delaware.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, Stamps.com Inc. has caused this Certificate of Amendment to be executed by its duly authorized officer on this 22nd day of May, 2008.

Stamps.com Inc.

By: /s/ Ken McBride
Name: Ken McBride
Office: President

**Certification Pursuant to Section 302
of the Sarbanes-Oxley Act of 2002**

I, Ken McBride, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Stamps.com Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 8, 2008

/s/ KEN MCBRIDE
Ken McBride
Chief Executive Officer
(Principal Executive Officer)

**Certification Pursuant to Section 302
of the Sarbanes-Oxley Act of 2002**

I, Kyle Huebner, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Stamps.com Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 8, 2008

/s/ KYLE HUEBNER
Kyle Huebner
Chief Financial Officer
(Principal Financial Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Stamps.com Inc. (the "Company") on Form 10-Q for the period ended June 30, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Ken McBride, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: August 8, 2008

/s/ KEN MCBRIDE

Ken McBride
Chief Executive Officer
(Principal Executive Officer)

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Stamps.com Inc. (the "Company") on Form 10-Q for the period ended June 30, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Kyle Huebner, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: August 8, 2008

/s/ KYLE HUEBNER

Kyle Huebner
Chief Financial Officer
(Principal Financial Officer)

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.
