

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | |
|---|---|---|
| 1. Name and Address of Reporting Person* Lipson Matthew A. <small>(Last) (First) (Middle)</small> | 2. Issuer Name and Ticker or Trading Symbol STAMPS.COM INC [STMP] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Legal Officer/ Secretary |
| 1990 E. GRAND AVE. <small>(Street)</small> | 3. Date of Earliest Transaction (Month/Day/Year) 09/15/2020 | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| EL SEGUNDO, CA 90245 <small>(City) (State) (Zip)</small> | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 09/15/2020 | | M | | 9,713 | A | \$ 35.04 | 10,974 | D | |
| Common Stock | 09/15/2020 | | S ⁽¹⁾ | | 6,113 | D | \$ 215.1216 (2) | 4,861 | D | |
| Common Stock | 09/15/2020 | | S ⁽¹⁾ | | 1,600 | D | \$ 216.5863 (3) | 3,261 | D | |
| Common Stock | 09/15/2020 | | S ⁽¹⁾ | | 1,100 | D | \$ 217.735 (4) | 2,161 | D | |
| Common Stock | 09/15/2020 | | S ⁽¹⁾ | | 700 | D | \$ 218.7048 (5) | 1,461 | D | |
| Common Stock | 09/15/2020 | | S ⁽¹⁾ | | 200 | D | \$ 219.67 | 1,261 | D | |
| Common Stock | 09/16/2020 | | M | | 15,287 | A | \$ 35.04 | 16,548 | D | |
| Common Stock | 09/16/2020 | | S ⁽¹⁾ | | 2,878 | D | \$ 215.2631 (6) | 13,670 | D | |
| Common Stock | 09/16/2020 | | S ⁽¹⁾ | | 1,829 | D | \$ 216.4409 (7) | 11,841 | D | |
| Common Stock | 09/16/2020 | | S ⁽¹⁾ | | 2,543 | D | \$ 217.6769 (8) | 9,298 | D | |
| Common Stock | 09/16/2020 | | S ⁽¹⁾ | | 2,877 | D | \$ 218.5659 (9) | 6,421 | D | |
| Common Stock | 09/16/2020 | | S ⁽¹⁾ | | 2,581 | D | \$ 219.7114 (10) | 3,840 | D | |
| Common Stock | 09/16/2020 | | S ⁽¹⁾ | | 897 | D | \$ 220.4526 (11) | 2,943 | D | |
| Common Stock | 09/16/2020 | | S ⁽¹⁾ | | 175 | D | \$ 221.6657 (12) | 2,768 | D | |
| Common Stock | 09/16/2020 | | S ⁽¹⁾ | | 535 | D | \$ 223.2281 (13) | 2,233 | D | |
| Common Stock | 09/16/2020 | | S ⁽¹⁾ | | 523 | D | \$ 224.2667 (14) | 1,710 | D | |
| Common Stock | 09/16/2020 | | S ⁽¹⁾ | | 102 | D | \$ 224.8716 (15) | 1,608 | D | |
| Common Stock | 09/16/2020 | | S ⁽¹⁾ | | 289 | D | \$ 226.9088 (16) | 1,319 | D | |
| Common Stock | 09/16/2020 | | S ⁽¹⁾ | | 58 | D | \$ 228.05 | 1,261 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|--|------------|---|-----------------|--|--|--|--|
| | | | | Code | V | | (A) | (D) | Date Exercisable | Expiration Date | | | | |
| Stock Option | \$ 35.04 | 09/15/2020 | | M | | 9,713 | 06/03/2020 | 06/03/2029 | Common Stock | 9,713.00 | \$ 0 | 135,287 | D | |
| Stock Option | \$ 35.04 | 09/16/2020 | | M | | 15,287 | 06/03/2020 | 06/03/2029 | Common Stock | 15,287.00 | \$ 0 | 120,000 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lipson Matthew A. 1990 E. GRAND AVE. EL SEGUNDO, CA 90245 | | | Chief Legal Officer/ Secretary | |

Signatures

| | | |
|--|--|---------------------|
| /s/ David M Zlotchew, Attorney-in-Fact | | 09/17/2020 |
| <small>Signature of Reporting Person</small> | | <small>Date</small> |

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) This Sale was executed pursuant to a prearranged trading plan compliant with Rule 10b5-1.
- (2) This sales price reflects a weighted average of multiple prices ranging from \$215.00 to \$215.79. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
- (3) This sales price reflects a weighted average of multiple prices ranging from \$216.14 to \$217.125. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
- (4) This sales price reflects a weighted average of multiple prices ranging from \$217.175 to \$218.17. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
- (5) This sales price reflects a weighted average of multiple prices ranging from \$218.24 to \$219.00. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
- (6) This sales price reflects a weighted average of multiple prices ranging from \$215.00 to \$215.94. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
- (7) This sales price reflects a weighted average of multiple prices ranging from \$216.005 to \$216.96. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
- (8) This sales price reflects a weighted average of multiple prices ranging from \$217.085 to \$218.01. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
- (9) This sales price reflects a weighted average of multiple prices ranging from \$218.13 to \$219.055. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
- (10) This sales price reflects a weighted average of multiple prices ranging from \$219.21 to \$220.095. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
- (11) This sales price reflects a weighted average of multiple prices ranging from \$220.235 to \$220.86. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
- (12) This sales price reflects a weighted average of multiple prices ranging from \$221.45 to \$221.79. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
- (13) This sales price reflects a weighted average of multiple prices ranging from \$222.77 to \$223.65. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
- (14) This sales price reflects a weighted average of multiple prices ranging from \$223.775 to \$224.56. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
- (15) This sales price reflects a weighted average of multiple prices ranging from \$224.825 to \$224.8725. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.
- (16) This sales price reflects a weighted average of multiple prices ranging from \$226.49 to \$227.00. Full information regarding the number of shares sold at each price will be provided to the Securities and Exchange Commission staff, the issuer or any security holder, upon request.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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