

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

On April 19, 2017, the compensation committee of our Board of Directors approved a non-equity incentive plan for 2017 (the “2017 Plan”) under which members of our executive management, including our named executive officers, are eligible for cash bonus awards. The 2017 Plan sets a base level aggregate bonus pool (the “Base Pool”) and provides that the actual bonus pool for 2017 could range from zero to twice the Base Pool based on our performance in 2017 relative to targets for revenue and adjusted EBITDA. The compensation committee set the amount of the Base Pool so that, if executive management performs at a reasonable level, as a group they would receive total cash compensation for 2017 that, when compared to benchmarks set using comparable individuals at comparable companies, would result in a similar outcome to compensation that the executive management team received in 2016 versus the similarly derived compensation benchmarks used during 2016. However, the compensation committee retains the discretion to adjust the size of the bonus pool, for example to take into account factors such as deterioration in the economic environment.

After it determines the final bonus pool after year end, the compensation committee will allocate the bonus pool based on its assessment of the individual performance of each participating employee as well as that employee’s overall compensation level versus relevant benchmarks set using comparable individuals at comparable companies. No individual has an individual bonus guarantee under the 2017 Plan.

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 hereunto duly authorized.

Stamps.com Inc.
(Registrant)

April 25, 2017 /s/ Kenneth McBride
Date (Signature)

Kenneth McBride,
Chief Executive Officer
