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Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

On March 12, 2010, Conn Funding II, L.P., a qualified special purpose entity of the Company, entered an “Amendment No. 5 to Second Amended and Restated Note Purchase Agreement”, with Three Pillars Funding LLC, JPMorgan Chase Bank, N.A., Park Avenue Receivables Company, LLC and SunTrust Robinson Humphrey, Inc., amending and modifying the Second Amended and Restated Note Purchase Agreement dated August 14, 2008, as amended, supplemented and modified from time to time, by extending the date for the completion of the modification and amendment (the “Restructuring Amendments”) of the Note Purchase Agreement and certain other of the Transaction Documents, including without limitation, the Series Supplement (as defined in the Base Indenture), from March 12, 2010 to on or before March 19, 2010.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

**Exhibit**

**Number Exhibit Title**

10.1 Amendment No. 5 to Second Amended and Restated Note Purchase Agreement

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CONN'S, INC.

Date: March 12, 2010 By: /s/ Michael J. Poppe  
Name: Michael J. Poppe  
Title: Chief Financial Officer