

New York & Company, Inc.  
 Form 4  
 July 14, 2017

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Bradley Faeth

(Last) (First) (Middle)

330 W. 34TH STREET, 9TH FLOOR

(Street)

NEW YORK, NY 10001

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

New York & Company, Inc. [NWY]

3. Date of Earliest Transaction (Month/Day/Year)

06/29/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_X\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

EVP, Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_X\_\_\_ Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Disposed of (D)		Date Exercisable	Expiration Date	Title
				(A)	(D)			
Stock Appreciation Rights <sup>(1)</sup>	\$ 2.77	06/29/2017	D		100,000	<sup>(2)</sup>	12/27/2021	Common Stock
Stock Appreciation Rights <sup>(1)</sup>	\$ 1.36 <sup>(3)</sup>	06/29/2017	A	64,286		<sup>(4)</sup>	12/27/2021	Common Stock
Stock Appreciation Rights <sup>(1)</sup>	\$ 5.32	06/29/2017	D		67,050	<sup>(5)</sup>	08/26/2023	Common Stock
Stock Appreciation Rights <sup>(1)</sup>	\$ 1.36 <sup>(3)</sup>	06/29/2017	A	37,502		<sup>(6)</sup>	08/26/2023	Common Stock
Stock Appreciation Rights <sup>(1)</sup>	\$ 3.47	06/29/2017	D		114,618	<sup>(7)</sup>	08/25/2024	Common Stock
Stock Appreciation Rights <sup>(1)</sup>	\$ 1.36 <sup>(3)</sup>	06/29/2017	A	51,578		<sup>(8)</sup>	08/25/2024	Common Stock
Stock Appreciation Rights <sup>(1)</sup>	\$ 2.6	06/29/2017	D		136,231	<sup>(9)</sup>	08/25/2025	Common Stock
Stock Appreciation Rights <sup>(1)</sup>	\$ 1.36 <sup>(3)</sup>	06/29/2017	A	83,496		<sup>(10)</sup>	08/25/2025	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bradley Faeth 330 W. 34TH STREET 9TH FLOOR NEW YORK, NY 10001			EVP, Human Resources	

## Signatures

Linda Gormezano, attorney-in-fact /s/ Linda Gormezano 07/14/2017

\_\_Signature of Reporting Person

Date

## 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) Each Stock Appreciation Right (SAR) represents the right to receive a payment measured by the increase in the fair market value of one share of common stock from the date of grant of the SAR to the date of exercise of the SAR. Upon exercise the SARs will be settled in stock.

(2) Represents SARs cancelled pursuant to the Company's Stock Appreciation Right and Option Exchange Program as more fully described in the Schedule TO, filed with the Securities and Exchange Commission on June 1, 2017. The reporting person was previously awarded SARs which were exercisable as follows: 25,000 on December 27, 2012, 25,000 on December 27, 2013, 25,000 on December 27, 2014, and 25,000 on December 27, 2015.

(3) In exchange for each cancelled award pursuant to the Company's Stock Appreciation Right and Option Exchange Program, the reporting person received a replacement award for a lesser number of SARs with an equal fair value and an exercise price equal to the closing price of the Company's common stock as reported on the New York Stock Exchange on June 29, 2017.

(4) Represents Replacement SARs granted pursuant to the Company's Stock Appreciation Right and Option Exchange Program which all vest on June 29, 2018.

(5) Represents SARs cancelled pursuant to the Company's Stock Appreciation Right and Option Exchange Program. The reporting person was previously awarded SARs which were exercisable as follows: 16,762 on August 26, 2014, 16,762 on August 26, 2015, and 33,526 on August 26, 2016.

(6) Represents Replacement SARs granted pursuant to the Company's Stock Appreciation Right and Option Exchange Program which all vest on June 29, 2018.

(7) Represents SARs cancelled pursuant to the Company's Stock Appreciation Right and Option Exchange Program. The reporting person was previously awarded SARs which were exercisable as follows: 28,654 on August 25, 2015, 28,654 on August 25, 2016, and 57,310 on August 25, 2017.

(8) Represents Replacement SARs granted pursuant to the Company's Stock Appreciation Right and Option Exchange Program which vest as follows: 25,790 on August 25, 2017 and 25,788 on June 29, 2018.

(9) Represents SARs cancelled pursuant to the Company's Stock Appreciation Right and Option Exchange Program. The reporting person was previously awarded SARs which were exercisable as follows: 34,057 on August 25, 2016, 34,057 on August 25, 2017, and 68,117 on August 25, 2018.

(10) Represents Replacement SARs granted pursuant to the Company's Stock Appreciation Right and Option Exchange Program which vest as follows: 20,874 on August 25, 2017, 20,873 on June 29, 2018, and 41,749 on August 25, 2018.

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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