

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 *
 Toal Sheamus

(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
 Officer (give title below) _____ Other (specify below)
 EVP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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
				V	(A) (D)			
Options to Purchase Common Stock	\$ 4.74	06/29/2017	D		50,000	<u>(1)</u>	03/19/2018	Common Stock
Stock Appreciation Rights <u>(2)</u>	\$ 1.36 <u>(3)</u>	06/29/2017	A	11,111		<u>(4)</u>	06/29/2019	Common Stock
Stock Appreciation Rights <u>(2)</u>	\$ 4.79	06/29/2017	D		50,000	<u>(5)</u>	04/01/2020	Common Stock
Stock Appreciation Rights <u>(2)</u>	\$ 1.36 <u>(3)</u>	06/29/2017	A	15,306		<u>(4)</u>	04/01/2020	Common Stock
Stock Appreciation Rights <u>(2)</u>	\$ 6.89	06/29/2017	D		50,000	<u>(6)</u>	04/15/2021	Common Stock
Stock Appreciation Rights <u>(2)</u>	\$ 1.36 <u>(3)</u>	06/29/2017	A	10,377		<u>(4)</u>	04/15/2021	Common Stock
Stock Appreciation Rights <u>(2)</u>	\$ 3.65	06/29/2017	D		65,000	<u>(7)</u>	04/16/2022	Common Stock
Stock Appreciation Rights <u>(2)</u>	\$ 1.36 <u>(3)</u>	06/29/2017	A	33,070		<u>(4)</u>	04/16/2022	Common Stock
Stock Appreciation Rights <u>(2)</u>	\$ 5.32	06/29/2017	D		67,050	<u>(8)</u>	08/26/2023	Common Stock
Stock Appreciation Rights <u>(2)</u>	\$ 1.36 <u>(3)</u>	06/29/2017	A	37,502		<u>(4)</u>	08/26/2023	Common Stock
Stock Appreciation Rights <u>(2)</u>	\$ 3.47	06/29/2017	D		114,618	<u>(9)</u>	08/25/2024	Common Stock
Stock Appreciation Rights <u>(2)</u>	\$ 1.36 <u>(3)</u>	06/29/2017	A	51,578		<u>(10)</u>	08/25/2024	Common Stock
Stock Appreciation	\$ 2.6	06/29/2017	D		114,618	<u>(11)</u>	08/25/2025	Common Stock

Rights ⁽²⁾

Stock

Appreciation	\$ 1.36 ⁽³⁾	06/29/2017	A	70,249	<u>(12)</u>	08/25/2025	Common Stock
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Rights ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Toal Sheamus 330 W. 34TH STREET 9TH FLOOR NEW YORK, NY 10001			EVP and CFO	

Signatures

Linda Gormezano, attorney-in-fact /s/ Linda Gormezano	07/14/2017
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__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) Represents options to purchase common stock 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 options to purchase common stock which were exercisable as follows: 12,500 on March 19, 2009, 12,500 on March 19, 2010, 12,500 on March 19, 2011, and 12,500 on March 19, 2012.
- (2) 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.
- (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 all exercisable on April 1, 2013.
- (6) Represents SARs cancelled pursuant to the Company's Stock Appreciation Right and Option Exchange Program. The reporting person was previously awarded SARs which were all exercisable on April 15, 2014.
- (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 all exercisable on April 16, 2015.
- (8) 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.
- (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: 28,654 on August 25, 2015, 28,654 on August 25, 2016, and 57,310 on August 25, 2017.
- (10) 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.

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- Represents SARs cancelled pursuant to the Company's Stock Appreciation Right and Option Exchange Program. The reporting person
- (11) was previously awarded SARs which were exercisable as follows: 28,654 on August 25, 2016; 28,654 on August 25, 2017, and 57,310 on August 25, 2018
 - (12) Represents Replacement SARs granted pursuant to the Company's Stock Appreciation Right and Option Exchange Program which vest as follows: 17,562 on August 25, 2017, 17,562 on June 29, 2018, and 35,125 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.