

STAGE STORES INC  
Form SC 13G/A  
January 24, 2019

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

---

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

STAGE STORES, INC.

(Name of Issuer)

Common Stock, par value \$0.01

(Title of Class of Securities)

85254C305

(CUSIP Number)

December 31, 2018

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Continued on following pages

Page 1 of 10 Pages

Exhibit Index: Page 9

---

CUSIP No. 85254C305 13G Page 2 of 10 Pages

NAMES OF REPORTING PERSONS

1

Axar Capital Management, LP

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

6

3,700,000

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

3,700,000

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

9

3,700,000

CHECK IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

10

11

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

13.1%

TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

12

IA

---

CUSIP No. 85254C305 13G Page 3 of 10 Pages

NAMES OF REPORTING PERSONS

1

Axar GP, LLC

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

6

3,700,000

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

3,700,000

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

9

3,700,000

CHECK IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

10

11

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

13.1%

TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

12

OO, HC

---

CUSIP No. 85254C305 13G Page 4 of 10 Pages

NAMES OF REPORTING PERSONS

1

Andrew Axelrod

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF  
ORGANIZATION

4

United States of America

SOLE VOTING POWER

5

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

6

3,700,000

SOLE DISPOSITIVE POWER

7

0

SHARED DISPOSITIVE POWER

8

3,700,000

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

9

3,700,000

CHECK IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (SEE  
INSTRUCTIONS)

10

11

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (9)

13.1%

TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

12

IN, HC

---

CUSIP No. 85254C305 13G Page 5 of 10 Pages

Item 1(a). Name of Issuer:

Stage Stores, Inc. (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

2425 West Loop South, Houston, Texas 77027

Item 2(a). Name of Person Filing

Pursuant to Regulation 13D-G of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Act"), the following persons (collectively, the "Reporting Persons") hereby file this Schedule 13G Statement to report the shares of Shares (as defined herein) held on behalf of each of (i) Axar Master Fund, Ltd., a Cayman Islands exempted company, and (ii) a separately managed account:

- 1) Axar Capital Management, LP a Delaware limited partnership;
- 2) Axar GP, LLC, a Delaware limited liability company; and
- 3) Andrew Axelrod.

Axar Capital Management, LP serves as investment advisor of each of Axar Master Fund, Ltd. and the separately managed account. Axar GP, LLC is the sole general partner of Axar Capital Management, LP. Andrew Axelrod is the sole member of Axar GP, LLC and is the managing partner, portfolio manager and majority control person of Axar Capital Management, LP. In such capacities, the Reporting Persons may, pursuant to Rule 13d-3 under the Act, be deemed to be the beneficial owner of the Shares reported herein. The Reporting Persons are filing this statement jointly, in accordance with Rule 13d-1(k) under the Act. Neither the fact of this filing nor anything contained herein shall be deemed to be an admission by any of the Reporting Persons that they constitute a "group."

Item 2(b). Address of Principal Business Office or, if None, Residence:

1330 Avenue of the Americas, 30th Floor New York NY 10019

Item 2(c). Citizenship:

- 1) Axar Capital Management, LP is a Delaware limited partnership;
- 2) Axar GP, LLC is a Delaware limited liability company; and
- 3) Andrew Axelrod is a citizen of the United States of America.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.01 (the "Shares")

Item 2(e). CUSIP Number:

85254C305

---



CUSIP No. 85254C305 13G Page 6 of 10 Pages

Item 3. If This Statement is Filed Pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c),  
Check Whether the Person Filing is a:

An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).

Item 4. Ownership:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1. All ownership information reported in this Item 4 is as of December 31, 2018.

Axar Capital Management, LP, Axar GP, LLC and Andrew Axelrod

Amount beneficially owned: 3,700,000 Shares, which amount includes

- (a) 3,325,100 Shares held for the account of Axar Master Fund, Ltd. and  
374,900 Shares held for the account of a separately managed account.

Percent of class: 13.1% (based on 28,293,608 Shares reported as

- (b) outstanding as of December 5, 2018, according to the Issuer's  
quarterly report on Form 10-Q, filed December 12, 2018.)

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote : 0

(ii) Shared power to vote or to direct the vote: 3,700,000

(iii) Sole power to dispose or to direct the disposition of 0

(iv) Shared power to dispose or to direct the disposition of 3,700,000

Item 5. Ownership of Five Percent or Less of a Class:

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Axar Master Fund, Ltd. is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, more than 5% of the Shares reported herein that may be deemed to be beneficially owned by the Reporting Persons.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security  
Being Reported on By the Parent Holding Company or Control Person:

See disclosure in Item 2 hereof.

Item 8. Identification and Classification of Members of the Group:

Not Applicable.

---

CUSIP No. 85254C305 13G Page 7 of 10 Pages

Item 9. Notice of Dissolution of Group:

Not Applicable.

Item 10. Certification:

The following certification shall be included if the statement is filed pursuant to §240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

---

CUSIP No. 85254C305 13G Page 8 of 10 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

01/24/2019

Date

Axar Capital Management, LP

By: Axar GP, LLC, its General Partner

By: /s/ Andrew Axelrod

Signature

Andrew Axelrod, Sole Member of Axar GP, LLC

Name/Title

Axar GP, LLC

By: /s/ Andrew Axelrod

Signature

Andrew Axelrod, Sole Member

Name/Title

Andrew Axelrod

/s/ Andrew Axelrod

Signature

---

CUSIP No. 85254C305 13G Page 9 of 10 Pages

EXHIBIT INDEX

Ex.      Page No.

Joint Filing  
Agreement 10

---

CUSIP No. 85254C305 13G Page 10 of 10 Pages

EXHIBIT 1

JOINT FILING AGREEMENT  
PURSUANT TO RULE 13d-1(k)

The undersigned hereby agree that the statement on Schedule 13G with respect to the common stock of Stage Stores, Inc. dated as of January 24, 2019 is, and any amendments thereto (including amendments on Schedule 13D) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13b-1(k) under the Securities Exchange Act of 1934, as amended.

01/24/2019  
Date

Axar Capital Management, LP

By: Axar GP, LLC, its General Partner  
By: /s/ Andrew Axelrod  
Signature

Andrew Axelrod, Sole Member of Axar GP, LLC  
Name/Title

Axar GP, LLC

By: /s/ Andrew Axelrod  
Signature

Andrew Axelrod, Sole Member  
Name/Title

Andrew Axelrod

/s/ Andrew Axelrod  
Signature

---