

New York & Company, Inc.
Form 4
August 28, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
SCOTT GREGORY J

(Last) (First) (Middle)
450 WEST 33RD STREET, 5TH 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)
08/26/2013

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)
Chief Executive Officer

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	08/26/2013		A	V	200,000 (1)	D	\$ 0 500,000 (2) D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
Stock Appreciation Rights	\$ 5.32	08/26/2013		A	400,000 (3)	(3) 08/26/2023	Common Stock 400,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCOTT GREGORY J 450 WEST 33RD STREET 5TH FLOOR NEW YORK, NY 10001	X		Chief Executive Officer	

Signatures

Linda Gormezano, attorney-in-fact /s/ Linda Gormezano 08/28/2013

__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) The reporting person was awarded 100,000 shares of restricted stock which vest on August 26, 2016 and an additional 100,000 shares of performance-based restricted stock which vest ratably over a three-year period from the grant date, subject to the reporting person's continued employment and the Company achieving operating income for fiscal year 2013 within the minimum, target and maximum operating income levels.

(2) Includes 100,000 shares of restricted stock which vest on August 26, 2016, 100,000 shares of restricted stock which vest on April 16, 2015, 100,000 shares of performance-based restricted stock which vest ratably over a three-year period from the grant date (Aug 26, 2013), subject to the reporting person's continued employment and the Company achieving operating income for fiscal year 2013 within the minimum, target and maximum operating income levels, and 200,000 shares of performance-based restricted stock which vest on the third anniversary of the grant date (Feb 15, 2011), subject to the Company achieving operating income within minimum, target and maximum operating income levels for the three fiscal years ending February 2, 2014.

(3) The reporting person was awarded 200,000 stock appreciation rights (SARs) which vest on August 26, 2016 and an additional 200,000 SARs which vest ratably over a three-year period from the grant date (Aug 26, 2016), subject to the reporting person's continued employment and the Company achieving operating income for fiscal year 2013 within the minimum, target and maximum operating income levels.

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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