

New York & Company, Inc.
Form 4
March 24, 2014

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 *
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)
03/13/2014

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	03/13/2014		D	(A) or (D) Price	200,000 (1)	D	200,000 (2)

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)	Amount of Underlying Security	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Stock Appreciation Rights	\$ 5.32	03/13/2014		D	200,000	<u>(3)</u>	08/26/2023	Common Stock	200,000
Performance Units	\$ 0	03/13/2014		D	100,000	<u>(5)</u>	08/26/2023	Common Stock	100,000

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 03/24/2014

**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 the cancellation of 200,000 shares of performance-based restricted stock. On March 13, 2014, it was determined that based on the Company's fiscal year 2013 operating results that were publicly announced on March 20, 2014, no performance-based restricted stock would vest and all 200,000 shares would be cancelled.
- (2) Includes 100,000 shares of restricted stock which vest on August 26, 2016 and 100,000 shares of restricted stock which vest on April 16, 2015.
- (3) Represents the cancellation of 200,000 performance-based stock appreciation rights (SARs). On March 13, 2014, it was determined that based on the Company's fiscal year 2013 operating results that were publicly announced on March 20, 2014, no performance-based SARs would vest and all 200,000 SARs would be cancelled.
- (4) Includes 200,000 SARs which vest ratably over a three-year period from the grant date of August 26, 2013.
- (5) Represents the cancellation of 100,000 performance units. On March 13, 2014, it was determined that based on the Company's fiscal year 2013 operating results that were announced on March 20, 2014, no performance units would vest and all 100,000 performance units would be cancelled.

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.