

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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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 \*  
WEIL LAURA A

(Last) (First) (Middle)  
450 W 33RD STREET, 5TH FLOOR  
(Street)

NEW YORK, NY 10003

(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  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
EVP, Chief Operating Officer

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 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		A	(A) or (D) V Amount Price 6,718 \$ (1) 4.26	121,692	D	
Common Stock	03/13/2014		A	(A) or (D) V Amount Price 6,718 \$ 0 (2)	128,410 (3)	D	

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

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(9-02)

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

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEIL LAURA A 450 W 33RD STREET 5TH FLOOR NEW YORK, NY 10003			EVP, Chief Operating 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) The securities consist of deferred stock units (DSU's) acquired under the New York & Company, Inc. Incentive Compensation Plan. The DSU's convert on a one-for-one basis into shares of the issuer's common stock subsequent to the earlier of the reporting person's previously elected payment date or termination of services as an employee. The currently issued DSU's were issued in payment of a portion of the reporting person's fiscal year 2013 cash bonus equal to the fair market value on the date of grant.
- (2) The securities consist of deferred stock units (DSU's) acquired under the New York & Company, Inc. Incentive Compensation Plan. The DSU's convert on a one-for-one basis into shares of the issuer's common stock subsequent to the earlier of the reporting person's previously elected payment date or termination of services as an employee. In accordance with the Company's Management Stock Purchase Plan, the Company matches the amount of cash incentive compensation the reporting person deferred with additional unvested deferred stock units equal to the fair market value on the date of grant, which vest on the third anniversary of the date of grant.
- (3) Includes 100,000 shares of restricted stock that vest on June 28, 2015; 12,218 shares of restricted stock that vest on August 26, 2016; 8,096 vested deferred stock units; 1,378 deferred stock units that vest on August 21, 2016; and 6,718 deferred stock units that vest on March 13, 2017.

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.