

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**June 4, 2009**

(Date of Report, date of earliest event reported)

**Stage Stores, Inc.**

(Exact name of registrant as specified in its charter)

**1-14035**

(Commission File Number)

**NEVADA**

(State or other jurisdiction of incorporation)

**91-1826900**

(I.R.S. Employer Identification No.)

**10201 Main Street, Houston, Texas**

(Address of principal executive offices)

**77025**

(Zip Code)

**(800) 579-2302**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-12 under the Exchange Act (17 CFR 240.14d-12(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**(e) Compensatory Arrangements of Certain Officers.**

On June 4, 2009, the shareholders of Stage Stores, Inc. (the “Corporation”) approved the Stage Stores, Inc. Amended and Restated 2008 Equity Incentive Plan (the “Plan”), in which the Corporation’s named executive officers are eligible to participate.

A complete copy of the Plan was filed as Appendix A to the Corporation’s Proxy Statement on Schedule 14A (DEF 14A) for the Corporation’s 2009 Annual Meeting of Shareholders as filed with the Securities and Exchange Commission on April 15, 2009 and is incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

Stage Stores, Inc.

June 10, 2009  
(Date)

/s/ Richard E. Stasyszen  
Richard E. Stasyszen  
Senior Vice President, Finance  
and Controller