

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Toal Sheamus</u>  (Last) (First) (Middle) 330 W. 34TH STREET 9TH FLOOR  (Street) NEW YORK NY 10001  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>New York &amp; Company, Inc. [ NYW ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP and CFO
	3. Date of Earliest Transaction (Month/Day/Year) 11/13/2018	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/13/2018		M		25,000 <sup>(1)</sup>	A	\$1.46	279,211 <sup>(2)</sup>	D	
Common Stock								19,000 <sup>(3)</sup>	I	See footnote <sup>(4)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Options to Purchase Common Stock	\$1.46	11/13/2018		M		25,000 <sup>(1)</sup>		(5)	11/13/2018	Common Stock	25,000	\$0	0	D	

**Explanation of Responses:**

- The reporting person exercised options to purchase common stock that by their original terms were set to expire and be cancelled on November 19, 2018 if not exercised by such date.
- Includes 187,489 shares of common stock, including the 25,000 shares of common stock received upon the reporting person exercising 25,000 options to purchase common stock on November 13, 2018; 26,640 vested deferred stock units; 2,492 deferred stock units which vest on August 31, 2020; 19,322 deferred stock units which vest on March 20, 2021; 4,826 deferred stock units which vest on August 20, 2021; 20,000 shares of restricted stock which vest on August 22, 2019; and 18,442 shares of restricted stock which vest on August 27, 2021.
- Represents common stock indirectly beneficially owned by the reporting person.
- The shares continue to be held of record by the reporting person as custodian for his daughter.
- The options became exercisable in four annual installments on the following dates: 6,250 shares on November 19, 2009; 6,250 shares on November 19, 2010; 6,250 shares on November 19, 2011; and 6,250 shares on November 19, 2012.

Linda Gormezano, attorney-in-fact /s/ Linda Gormezano 11/15/2018  
 \*\* Signature of Reporting Person Date

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

\* 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).

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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