

LANDS' END, INC.

Form 4

January 06, 2017

**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 \*  
**LAMPERT EDWARD S**

(Last) (First) (Middle)

1170 KANE CONCOURSE, SUITE  
 200

(Street)

BAY HARBOR  
 ISLANDS, FL 33154

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
 Symbol  
**LANDS' END, INC. [LE]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**01/05/2017**

4. If Amendment, Date Original  
 Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
 Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
 \_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
 Applicable Line)  
 \_\_\_\_ Form filed by One Reporting Person  
 \_\_\_\_X\_\_\_\_ Form filed by More than One Reporting  
 Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|---|--------------------------------------|---|--|--|---|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 01/05/2017                              |   | J                                    | 565,473<br>(1)  | D \$ 0 6,049,807   | I  | See<br>Footnotes<br>(2) (3) (4) (5)<br>(6)                        |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |   |   |                                      |   | 724 (7)  | I  | See<br>Footnotes<br>(2) (3) (4) (5)                               |
|  | 01/05/2017                              |   | J                                    | 724 (8)   | D \$ 0 0   | I  |   |

|  |            |                      |  |   |
|--|------------|----------------------|--|---|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |            |                      |  | See<br>Footnotes<br>(2) (3) (4) (5)         |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 12,595,302 | D (2) (3) (4)<br>(5) |  |   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 45,156     | I                    |  | See<br>Footnotes<br>(2) (3) (4) (5)<br>(9)  |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 58,156     | I                    |  | See<br>Footnotes<br>(2) (3) (4) (5)<br>(10) |

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

# Edgar Filing: LANDS' END, INC. - Form 4

Director 10% Owner Officer Other

LAMPERT EDWARD S  
1170 KANE CONCOURSE, SUITE 200 X  
BAY HARBOR ISLANDS, FL 33154

ESL PARTNERS, L.P.  
1170 KANE CONCOURSE, SUITE 200 X  
BAY HARBOR ISLANDS, FL 33154

SPE I Partners, L.P.  
1170 KANE CONCOURSE, SUITE 200 X  
BAY HARBOR ISLANDS, FL 33154

SPE Master I, L.P.  
1170 KANE CONCOURSE, SUITE 200 X  
BAY HARBOR ISLANDS, FL 33154

RBS PARTNERS, L.P.  
1170 KANE CONCOURSE, SUITE 200 X  
BAY HARBOR ISLANDS, FL 33154

ESL INVESTMENTS, INC.  
1170 KANE CONCOURSE, SUITE 200 X  
BAY HARBOR ISLANDS, FL 33154

## Signatures

EDWARD S. LAMPERT, By: /s/ Edward S. Lampert

01/06/2017

\_\_Signature of Reporting Person

Date

ESL PARTNERS, L.P., By: RBS Partners, L.P., Its: General Partner, By: ESL Investments, Inc., Its: General Partner, By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer

01/06/2017

\_\_Signature of Reporting Person

Date

SPE I PARTNERS, LP, By: RBS Partners, L.P., Its: General Partner, By: ESL Investments, Inc., Its: General Partner, By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer

01/06/2017

\_\_Signature of Reporting Person

Date

SPE MASTER I, LP, By: RBS Partners, L.P., Its: General Partner, By: ESL Investments, Inc., Its: General Partner, By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer

01/06/2017

\_\_Signature of Reporting Person

Date

RBS PARTNERS, L.P., By: ESL Investments, Inc., Its: General Partner, By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer

01/06/2017

\_\_Signature of Reporting Person

Date

ESL INVESTMENTS, INC., By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer

01/06/2017

\_\_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 shares of common stock of Lands' End, Inc. (the "Issuer"), par value \$0.01 per share ("Shares"), that were distributed by ESL Partners, L.P. ("Partners") on a pro rata basis to certain partners that elected in 2016 to redeem all or a portion of their interest in Partners (the "Partners Distribution").
- (2) This statement is jointly filed by and on behalf of each of Edward S. Lampert, Partners, SPE I Partners, LP ("SPE I"), SPE Master I, LP ("SPE Master I"), RBS Partners, L.P. ("RBS") and ESL Investments, Inc. ("ESL"). Mr. Lampert, Partners, SPE I and SPE Master I are the direct beneficial owners of the securities covered by this statement.
- (3) RBS is the general partner of, and may be deemed to beneficially own securities owned by, Partners, SPE I and SPE Master I. Mr. Lampert is a limited partner of, and may be deemed to beneficially own certain securities owned by, RBS. ESL is the general partner of, and may be deemed to beneficially own securities owned by, RBS. Mr. Lampert is the Chairman, Chief Executive Officer and Director of, and may be deemed to beneficially own securities owned by, ESL.
- (4) The reporting persons state that neither the filing of this statement nor anything herein shall be deemed an admission that such persons are, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise, the beneficial owners of any securities covered by this statement. The reporting persons disclaim beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such persons in such securities.
- (5) The reporting persons may be deemed to be a member of a group with respect to the Issuer or securities of the Issuer for purposes of Section 13(d) or 13(g) of the Exchange Act. The reporting persons declare that neither the filing of this statement nor anything herein shall be construed as an admission that such persons are, for the purposes of Section 13(d) or 13(g) of the Exchange Act or any other purpose, a member of a group with respect to the Issuer or securities of the Issuer.
- (6) Represents Shares directly beneficially owned by Partners.
- (7) Represents Shares received by RBS from Partners as a result of the Partners Distribution. The acquisition of Shares by RBS in the Partners Distribution constituted a change in the form of beneficial ownership without a change in pecuniary interest that is exempt from Section 16 of the Exchange Act, pursuant to Rule 16a-13 thereunder. Rule 16a-9(a) under the Exchange Act may also exempt the acquisition of Shares by RBS in the Partners Distribution from Section 16 of the Exchange Act.
- (8) Represents Shares that were distributed by RBS on a pro rata basis to certain partners that elected in 2016 to redeem all or a portion of their indirect interest in Partners.
- (9) Represents Shares directly beneficially owned by SPE I.
- (10) Represents Shares directly beneficially owned by SPE Master I.

### Remarks:

#### Exhibit Index

Exhibit 99.1 - Joint Filer Information (filed herewith)

Exhibit 99.2 - Joint Filing Agreement (filed herewith)

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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