

GOOCH JAMES F
Form 4
May 03, 2018

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 *
GOOCH JAMES F

(Last) (First) (Middle)
1 LANDS' END LANE
(Street)

DODGEVILLE, WI 53595

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2018

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)
EVP, COO, CFO and Treasurer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 05/01/2018 | | M | | 6,579 A \$ 0 ⁽¹⁾ | 13,068 | D |
| Common Stock | 05/01/2018 | | F | | 1,882 ⁽²⁾ D \$ 19.4 | 11,186 | D |
| Common Stock | 05/01/2018 | | M | | 3,235 A \$ 0 ⁽¹⁾ | 14,421 | D |
| Common Stock | 05/01/2018 | | F | | 926 ⁽²⁾ D \$ 19.4 | 13,495 | D |
| Common Stock | 05/02/2018 | | M | | 3,186 A \$ 0 ⁽¹⁾ | 16,681 | D |

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Common Stock 05/02/2018 F 912 ⁽³⁾ D \$ 19.75 15,769 D

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

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(9-02)

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 or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 05/01/2018 | | M | 6,579 | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock | 6,579 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 05/01/2018 | | M | 3,235 | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock | 3,235 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 05/02/2018 | | M | 3,186 | ⁽⁶⁾ | ⁽⁶⁾ | Common Stock | 3,186 |

Reporting Owners

Reporting Owner Name / Address

Relationships

GOOCH JAMES F
1 LANDS' END LANE
DODGEVILLE, WI 53595

Director 10% Owner Officer Other

EVP, COO, CFO and Treasurer

Signatures

/s/ James F. Gooch 05/03/2018

**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) Each Restricted Stock Unit ("RSU") represented a contingent right to receive one share of common stock upon satisfaction of the vesting conditions.
- (2) Represents shares surrendered to the issuer for payment of the reporting person's tax withholding obligation incurred in connection with the vesting of RSUs on May 1, 2018.
- (3) Represents shares surrendered to the issuer for payment of the reporting person's tax withholding obligation incurred in connection with the vesting of RSUs on May 2, 2018.
- (4) This RSU award was granted on February 1, 2017, with vesting in one installment on May 1, 2018 (100%).
- (5) This RSU award was granted on May 1, 2017, with vesting in three annual installments on May 1, 2018 (25%), May 1, 2019 (25%) and May 1, 2020 (50%).
- (6) This RSU award was granted on May 2, 2016, with vesting in three annual installments on May 2, 2017 (25%), May 2, 2018 (25%) and May 2, 2019 (50%).
Of the total number of RSUs, 14,611 RSUs will vest in three annual installments on March 26, 2019 (25%), March 26, 2020 (25%) and March 26, 2021 (50%); 3,235 RSUs will vest on May 1, 2019; 6,470 RSUs will vest on May 1, 2020; 4,225 RSUs will vest on December 19, 2018; 3,988 RSUs will vest on January 27, 2019; 7,977 RSUs will vest on January 27, 2020; and 6,373 RSUs will vest on May 2, 2019; subject in each case to the satisfaction of vesting conditions, including continued employment.

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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