

SEARS HOLDINGS CORP
Form 4
January 11, 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

SEARS HOLDINGS CORP [SHLD]

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

01/10/2017

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)

Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01 per share | 01/10/2017 | | J | 1,800,126 (1) | D \$ 0 20,192,514 | I | See Footnotes (2) (3) (4) (5) (6) |
| Common Stock, par value \$0.01 per share | | | | | 2,268 (7) | I | See Footnotes (2) (3) (4) (5) |
| | 01/10/2017 | | J | 2,268 (8) | D \$ 0 0 | I | |

| | | | |
|--|------------|---|---|
| Common Stock, par value \$0.01 per share | | | See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> |
| Common Stock, par value \$0.01 per share | 31,244,233 | D <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> | |
| Common Stock, par value \$0.01 per share | 150,124 | I | See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(9)</u> |
| Common Stock, par value \$0.01 per share | 193,341 | I | See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(10)</u> |

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 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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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| | Director | 10% Owner | Officer | Other |
|---|----------|-----------|-------------------------|-------|
| LAMPERT EDWARD S 1170 KANE CONCOURSE, SUITE 200 BAY HARBOR ISLANDS, FL 33154 | X | X | Chief Executive Officer | |
| ESL PARTNERS, L.P. 1170 KANE CONCOURSE, SUITE 200 BAY HARBOR ISLANDS, FL 33154 | | X | | |
| SPE I Partners, L.P. 1170 KANE CONCOURSE, SUITE 200 BAY HARBOR ISLANDS, FL 33154 | | X | | |
| SPE Master I, L.P. 1170 KANE CONCOURSE, SUITE 200 BAY HARBOR ISLANDS, FL 33154 | | X | | |
| RBS PARTNERS, L.P. 1170 KANE CONCOURSE, SUITE 200 BAY HARBOR ISLANDS, FL 33154 | | X | | |
| ESL INVESTMENTS, INC. 1170 KANE CONCOURSE, SUITE 200 BAY HARBOR ISLANDS, FL 33154 | | X | | |

Signatures

| | |
|---|------------|
| EDWARD S. LAMPERT, By: /s/ Edward S. Lampert | 01/11/2017 |
| __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 | 01/11/2017 |
| __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 | 01/11/2017 |
| __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 | 01/11/2017 |
| __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 | 01/11/2017 |
| __Signature of Reporting Person | Date |
| ESL INVESTMENTS, INC., By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer | 01/11/2017 |
| __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 Sears Holdings Corporation (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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