

SEARS HOLDINGS CORP

Form 4

June 16, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LAMPERT EDWARD S

(Last) (First) (Middle)

**1170 KANE CONCOURSE, SUITE
200**

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
SEARS HOLDINGS CORP [SHLD]

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

06/15/2015

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

**BAY HARBOR
ISLANDS, FL 33154**

(City) (State) (Zip)

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(A) Code (Instr. 8)	4. Securities Acquired 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	06/15/2015		P	68,663	A <u>(1)</u>	1,939,872 <u>(1)</u>	I
Common Stock, par value \$0.01 per share	06/15/2015		P	111,723	A <u>(6)</u>	2,494,783 <u>(6)</u>	I
	06/15/2015		J		D \$ 0	1,501,242	I

See
Footnotes
(1) (2) (3) (4)
(5)

See
Footnotes
(2) (3) (4) (5)
(6)

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Common Stock, par value \$0.01 per share			438,630 <u>(7)</u>					See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(8)</u>
Common Stock, par value \$0.01 per share	06/15/2015	J	561,370 <u>(9)</u>	D	\$ 0	1,933,413	I	See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(10)</u>
Common Stock, par value \$0.01 per share						220,083 <u>(11)</u>	I	See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Common Stock, par value \$0.01 per share	06/15/2015	J	220,083 <u>(12)</u>	D	\$ 0	0	I	See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>
Common Stock, par value \$0.01 per share						25,547,095 <u>(13)</u>	D <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	
Common Stock, par value \$0.01 per share						21,992,640	I	See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(14)</u>
Common Stock, par value \$0.01 per share						10,230	I	See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(15)</u>
Common Stock, par value \$0.01 per share						747	I	See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(16)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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 INSTITUTIONAL PARTNERS, L.P. 1170 KANE CONCOURSE, SUITE 200 BAY HARBOR ISLANDS, FL 33154		X		
RBS INVESTMENT MANAGEMENT, L.L.C. 1170 KANE CONCOURSE, SUITE 200 BAY HARBOR ISLANDS, FL 33154		X		
CRK PARTNERS LLC 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

06/16/2015

__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

06/16/2015

__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

06/16/2015

__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

06/16/2015

__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

06/16/2015

__Signature of Reporting Person

Date

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

06/16/2015

__Signature of Reporting Person

Date

RBS INVESTMENT MANAGEMENT, L.L.C., By: ESL Investments, Inc., Its: Manager, By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer

06/16/2015

__Signature of Reporting Person

Date

CRK PARTNERS, LLC, By: ESL Investments, Inc., Its: Sole Member, By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer

06/16/2015

__Signature of Reporting Person

Date

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

06/16/2015

__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) The shares of common stock of Sears Holdings Corporation (the "Issuer"), par value \$0.01 per share ("Shares"), are directly beneficially owned by SPE I Partners, LP ("SPE I"), of which RBS Partners, L.P. ("RBS") is the sole general partner. Edward S. Lampert is the Chairman, Chief Executive Officer and Director of ESL Investments, Inc. ("ESL"), the sole general partner of RBS. On June 15, 2015, in satisfaction of certain liabilities of SPE I payable to RBS, the capital account balance of RBS was increased by an aggregate of \$3,388,616, resulting in the acquisition by RBS of an additional approximate 3.54% general partner interest in SPE I. Each of RBS, ESL

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and Mr. Lampert disclaims beneficial ownership of the securities owned by SPE I except to the extent of the pecuniary interest of RBS, ESL and Mr. Lampert, respectively, therein.

This statement is jointly filed by and on behalf of each of Mr. Lampert, ESL Partners, L.P. ("Partners"), SPE I, SPE Master I, LP ("SPE Master I"), RBS, ESL Institutional Partners, L.P. ("Institutional"), RBS Investment Management, L.L.C. ("RBSIM"), CRK Partners, LLC ("CRK LLC") and ESL. Mr. Lampert, Partners, SPE I, SPE Master I, Institutional and CRK LLC are the direct beneficial owners of the securities covered by this statement.

RBS is the general partner of, and may be deemed to beneficially own securities owned by, Partners, SPE I and SPE Master I. RBSIM is the general partner of, and may be deemed to beneficially own securities owned by, Institutional. 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 RBS, the sole member of CRK LLC and the manager of RBSIM. ESL may be deemed to beneficially own securities owned by RBS, CRK LLC and RBSIM. Mr. Lampert is the Chairman, Chief Executive Officer and Director of, and may be deemed to beneficially own securities owned by, ESL.

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.

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.

The Shares are directly beneficially owned by SPE Master I, of which RBS is the sole general partner. Mr. Lampert is the Chairman, Chief Executive Officer and Director of ESL, the sole general partner of RBS. On June 15, 2015, in satisfaction of certain liabilities of SPE Master I payable to RBS, the capital account balance of RBS was increased by an aggregate of \$5,620,329, resulting in the acquisition by RBS of an additional approximate 4.48% general partner interest in SPE Master I. Each of RBS, ESL and Mr. Lampert disclaims beneficial ownership of the securities owned by SPE Master I except to the extent of the pecuniary interest of RBS, ESL and Mr. Lampert, respectively, therein.

Represents Shares that were distributed by SPE I on a pro rata basis to its partners (the "SPE I Distribution").

Represents Shares directly beneficially owned by SPE I.

Represents Shares that were distributed by SPE Master I on a pro rata basis to its partners (the "SPE Master I Distribution" and, together with the SPE I Distribution, the "Distributions").

Represents Shares directly beneficially owned by SPE Master I.

Represents Shares received by RBS from SPE I and SPE Master I as a result of the Distributions. The acquisition of Shares by RBS in the Distributions 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 Distributions from Section 16 of the Exchange Act.

Represents Shares that were distributed by RBS on a pro rata basis to Mr. Lampert (the "RBS Distribution").

Includes Shares received by Mr. Lampert from RBS as a result of the RBS Distribution. The acquisition of Shares by Mr. Lampert in the RBS 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.

Represents Shares directly beneficially owned by Partners.

Represents Shares directly beneficially owned by Institutional.

Represents Shares directly beneficially owned by CRK LLC.

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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Explanation of Responses: