

SEARS HOLDINGS CORP  
Form S-8 POS  
June 13, 2014

As filed with the Securities and Exchange Commission on June 13, 2014

Registration No. 333-169747

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1**

**to**

**FORM S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**SEARS HOLDINGS CORPORATION**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction of**

**20-1920798**  
**(I.R.S. Employer**

**Incorporation or Organization)**

**Identification No.)**

**3333 Beverly Road**

**Hoffman Estates, Illinois 60179**

**(Address of Principal Executive Offices) (Zip Code)**

**Sears Holdings Savings Plan**

**(Formerly Sears Holdings 401(k) Savings Plan)**

**Lands End, Inc. Retirement Plan**

**Sears Holdings Puerto Rico Savings Plan**

**(Formerly Sears Puerto Rico Savings Plan)**

**(Full Title of the Plans)**

**Dane A. Drobny**

**Senior Vice President, General Counsel and Corporate Secretary**

**Sears Holdings Corporation**

**3333 Beverly Road**

**Hoffman Estates, Illinois 60179**

**(Name and Address of Agent for Service)**

**(847) 286-2500**

**(Telephone Number, Including Area Code, of Agent for Service)**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if smaller reporting company)

Smaller reporting company



## REMOVAL OF SECURITIES FROM REGISTRATION

On October 4, 2010, Sears Holdings Corporation (the Registrant ) filed a registration statement on Form S-8 (Registration No. 333-169747) (the 2010 Registration Statement ) to register 1,200,000 shares of common stock of the Registrant ( Common Stock ) and an indeterminate amount of interests (the Plan Interests ) with respect to the Sears Holdings Savings Plan (formerly Sears Holdings 401(k) Savings Plan), the Lands End, Inc. Retirement Plan (the Lands End Plan ), and the Sears Holdings Puerto Rico Savings Plan (formerly Sears Puerto Rico Savings Plan). On September 11, 2013, the Registrant filed a registration statement on Form S-8 to register additional shares of common stock of the Registrant and an indeterminate amount of interests with respect to the Sears Holdings Savings Plan and the Sears Holdings Puerto Rico Savings Plan. On April 4, 2014, the Registrant completed the distribution of 100% of the outstanding shares of common stock of Lands End, Inc. ( Lands End ) to the Registrant s stockholders, as a result of which, Lands End separated from the Registrant. The Lands End Plan subsequently terminated the option to invest in shares of Common Stock under the Lands End Plan. In accordance with an undertaking made by the Registrant in the 2010 Registration Statement to remove by means of a post-effective amendment any securities that remain unsold at the termination of the offering, this Post-Effective Amendment is being filed to remove from registration the 93,026 shares of Common Stock and Plan Interests not heretofore sold pursuant to the 2010 Registration Statement. The 2010 Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such unsold Common Stock and Plan Interests.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Village of Hoffman Estates, State of Illinois, on this 13th day of June, 2014.

**SEARS HOLDINGS CORPORATION**

(Registrant)

By: /s/ Robert A. Riecker  
Name: Robert A. Riecker  
Title: Vice President, Controller and Chief  
Accounting Officer

Pursuant to the requirements of the Securities Act of 1933, the administrator of the Sears Holdings Savings Plan has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Village of Hoffman Estates, State of Illinois, on this 13th day of June, 2014.

**SEARS HOLDINGS SAVINGS PLAN**

By: SEARS HOLDINGS CORPORATION  
ADMINISTRATIVE

COMMITTEE, Plan Administrator

By: /s/ Robert A. Riecker  
Name: Robert A. Riecker  
Title: Member of Administrative  
Committee and Vice President,  
Controller and Chief Accounting  
Officer of Sears Holdings  
Corporation

Pursuant to the requirements of the Securities Act of 1933, the administrator of the Lands End, Inc. Retirement Plan has duly caused this this Post-Effective Amendment No. 1 to the Registration Statement to be signed on the Plan s behalf by the undersigned, thereto duly authorized, in the City of Dodgeville, State of Wisconsin, on this 13th day of June, 2014.

**LANDS END, INC. RETIREMENT PLAN**

By: LANDS END, INC. RETIREMENT  
PLAN COMMITTEE;

Plan Administrator

By: /s/ Michael P. Rosera  
Name: Michael P. Rosera

Title: Member of Plan Committee and  
Executive Vice President, Chief  
Operating Officer/Chief  
Financial Officer and Treasurer  
of Lands End, Inc.

Pursuant to the requirements of the Securities Act of 1933, the administrator of the Sears Holdings Puerto Rico Savings Plan has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Village of Hoffman Estates, State of Illinois, on this 13th day of June, 2014.

**SEARS HOLDINGS PUERTO RICO  
SAVINGS PLAN**

By: SEARS HOLDINGS CORPORATION  
ADMINISTRATIVE

COMMITTEE, Plan Administrator

By: /s/ Robert A. Riecker  
Name: Robert A. Riecker  
Title: Member of Administrative  
Committee and Vice President,  
Controller and Chief Accounting  
Officer of Sears Holdings  
Corporation