

LANDS' END, INC.
Form SC 13D/A
June 16, 2015

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Lands End, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

51509F105

(CUSIP Number)

Janice V. Sharry, Esq.

Haynes and Boone, LLP

2323 Victory Avenue, Suite 700

Dallas, Texas 75219

(214) 651-5000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 15, 2015

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of section 18 of the Securities Exchange Act of 1934, as amended (the Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 51509F105

1. Names of reporting persons.

ESL Partners, L.P.

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

7. Sole voting power

Number of

shares

6,615,280

beneficially

8. Shared voting power

owned by

0

each

9. Sole dispositive power

reporting

person

6,615,280

with

10. Shared dispositive power

7,627,509

11. Aggregate amount beneficially owned by each reporting person

14,242,789

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ..

13. Percent of class represented by amount in Row (11)

44.6% (1)

14. Type of reporting person (see instructions)

PN

(1) Based upon 31,956,521 shares of Common Stock outstanding as of June 4, 2015, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended May 1, 2015, that was filed by the Issuer with the Securities and Exchange Commission on June 9, 2015.

CUSIP No. 51509F105

1. Names of reporting persons.

SPE I Partners, LP

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

7. Sole voting power

Number of

shares

451,566

beneficially

8. Shared voting power

owned by

0

each

9. Sole dispositive power

reporting

person

451,566

with

10. Shared dispositive power

0

11. Aggregate amount beneficially owned by each reporting person

451,566

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ..

13. Percent of class represented by amount in Row (11)

1.4% (1)

14. Type of reporting person (see instructions)

PN

(1) Based upon 31,956,521 shares of Common Stock outstanding as of June 4, 2015, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended May 1, 2015, that was filed by the Issuer with the Securities and Exchange Commission on June 9, 2015.

CUSIP No. 51509F105

1. Names of reporting persons.

SPE Master I, LP

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

7. Sole voting power

Number of

shares

581,561

beneficially

8. Shared voting power

owned by

0

each

9. Sole dispositive power

reporting

person

581,561

with

10. Shared dispositive power

0

11. Aggregate amount beneficially owned by each reporting person

581,561

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ..

13. Percent of class represented by amount in Row (11)

1.8% (1)

14. Type of reporting person (see instructions)

PN

(1) Based upon 31,956,521 shares of Common Stock outstanding as of June 4, 2015, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended May 1, 2015, that was filed by the Issuer with the Securities and Exchange Commission on June 9, 2015.

CUSIP No. 51509F105

1. Names of reporting persons.

RBS Partners, L.P.

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

7. Sole voting power

Number of

shares

7,648,407

beneficially

8. Shared voting power

owned by

0

each

9. Sole dispositive power

reporting

person

7,648,407

with

10. Shared dispositive power

7,627,509

11. Aggregate amount beneficially owned by each reporting person

15,275,916

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ..

13. Percent of class represented by amount in Row (11)

47.8% (1)

14. Type of reporting person (see instructions)

PN

(1) Based upon 31,956,521 shares of Common Stock outstanding as of June 4, 2015, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended May 1, 2015, that was filed by the Issuer with the Securities and Exchange Commission on June 9, 2015.

CUSIP No. 51509F105

1. Names of reporting persons.

ESL Institutional Partners, L.P.

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

7. Sole voting power

Number of

shares

3,077

beneficially

8. Shared voting power

owned by

each

0

9. Sole dispositive power

reporting

person

3,077

with

10. Shared dispositive power

0

11. Aggregate amount beneficially owned by each reporting person

3,077

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ..

13. Percent of class represented by amount in Row (11)

0.0% (1)

14. Type of reporting person (see instructions)

PN

(1) Based upon 31,956,521 shares of Common Stock outstanding as of June 4, 2015, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended May 1, 2015, that was filed by the Issuer with the Securities and Exchange Commission on June 9, 2015.

CUSIP No. 51509F105

1. Names of reporting persons.

RBS Investment Management, L.L.C.

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

7. Sole voting power

Number of

shares

3,077

beneficially

8. Shared voting power

owned by

0

each

9. Sole dispositive power

reporting

person

3,077

with

10. Shared dispositive power

0

11. Aggregate amount beneficially owned by each reporting person

3,077

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) "

13. Percent of class represented by amount in Row (11)

0.0% (1)

14. Type of reporting person (see instructions)

OO

(1) Based upon 31,956,521 shares of Common Stock outstanding as of June 4, 2015, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended May 1, 2015, that was filed by the Issuer with the Securities and Exchange Commission on June 9, 2015.

CUSIP No. 51509F105

1. Names of reporting persons.

CRK Partners, LLC

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

7. Sole voting power

Number of

shares

224

beneficially

8. Shared voting power

owned by

0

each

9. Sole dispositive power

reporting

person

224

with

10. Shared dispositive power

0

11. Aggregate amount beneficially owned by each reporting person

224

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ..

13. Percent of class represented by amount in Row (11)

0.0% (1)

14. Type of reporting person (see instructions)

OO

(1) Based upon 31,956,521 shares of Common Stock outstanding as of June 4, 2015, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended May 1, 2015, that was filed by the Issuer with the Securities and Exchange Commission on June 9, 2015.

CUSIP No. 51509F105

1. Names of reporting persons.

ESL Investments, Inc.

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Delaware

7. Sole voting power

Number of

shares

7,651,708

beneficially

8. Shared voting power

owned by

each

0

9. Sole dispositive power

reporting

person

7,651,708

with

10. Shared dispositive power

7,627,509

11. Aggregate amount beneficially owned by each reporting person

15,279,217

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ..

13. Percent of class represented by amount in Row (11)

47.8% (1)

14. Type of reporting person (see instructions)

CO

(1) Based upon 31,956,521 shares of Common Stock outstanding as of June 4, 2015, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended May 1, 2015, that was filed by the Issuer with the Securities and Exchange Commission on June 9, 2015.

CUSIP No. 51509F105

1. Names of reporting persons.

Edward S. Lampert

2. Check the appropriate box if a member of a group (see instructions)

(a) (b)

3. SEC use only

4. Source of funds (see instructions)

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

United States

7. Sole voting power

Number of

shares

15,279,217

beneficially

8. Shared voting power

owned by

each

0

9. Sole dispositive power

reporting

person

7,651,708

with

10. Shared dispositive power

7,627,509

11. Aggregate amount beneficially owned by each reporting person

15,279,217

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ..

13. Percent of class represented by amount in Row (11)

47.8% (1)

14. Type of reporting person (see instructions)

IN

(1) Based upon 31,956,521 shares of Common Stock outstanding as of June 4, 2015, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended May 1, 2015, that was filed by the Issuer with the Securities and Exchange Commission on June 9, 2015.

This Amendment No. 1 to Schedule 13D (this Amendment) relates to shares of common stock, par value \$0.01 per share (the Common Stock), of Lands' End, Inc., a Delaware corporation (the Issuer). This Amendment amends the Schedule 13D, as previously amended, filed with the Securities and Exchange Commission by ESL Partners, L.P., a Delaware limited partnership (Partners), SPE I Partners, LP, a Delaware limited partnership (SPE I), SPE Master I, LP, a Delaware limited partnership (SPE Master I), RBS Partners, L.P., a Delaware limited partnership (RBS), ESL Institutional Partners, L.P., a Delaware limited partnership (Institutional), RBS Investment Management, L.L.C., a Delaware limited liability company (RBSIM), CRK Partners, LLC, a Delaware limited liability company (CRK LLC), ESL Investments, Inc., a Delaware corporation (ESL), and Edward S. Lampert, a United States citizen, by furnishing the information set forth below. Except as otherwise specified in this Amendment, all previous Items are unchanged. Capitalized terms used herein which are not defined herein have the meanings given to them in the Schedule 13D, as previously amended, filed with the Securities and Exchange Commission.

The Reporting Persons are filing this Amendment to report: (i) a distribution of shares of Common Stock by SPE Master I on a *pro rata* basis to its partners, including to RBS; (ii) a distribution of shares of Common Stock by SPE I on a *pro rata* basis to its partners, including to RBS; and (iii) a distribution of shares of Common Stock by RBS to Mr. Lampert on a *pro rata* basis.

Item 2. Identity and Background.

Item 2(a)-(b) are hereby amended and restated in their entirety as follows:

(a) This Schedule 13D is being filed by Partners, SPE I, SPE Master I, RBS, Institutional, RBSIM, CRK LLC, ESL, and Edward S. Lampert by furnishing the information set forth below. Partners, SPE I, SPE Master I, RBS, Institutional, RBSIM, CRK LLC, ESL and Mr. Lampert are collectively defined as the Reporting Persons.

Attached as Annex A hereto and incorporated herein by reference is a list containing the (a) name, (b) citizenship, (c) present principal occupation or employment and (d) the name, principal business address of any corporation or other organization in which such employment is conducted, of each director and executive officer of ESL (the ESL Directors and Officers). Other than the ESL Directors and Officers, there are no persons or corporations controlling or ultimately in control of ESL.

(b) The principal place of business of each of the Reporting Persons is 1170 Kane Concourse, Suite 200, Bay Harbor Islands, Florida 33154.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated in its entirety as follows:

(a)-(b) Each Reporting Person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities covered by this statement.

Each Reporting Person may be deemed to be a member of a group with respect to the Issuer or securities of the Issuer for the purposes of Section 13(d) or 13(g) of the Act. Each Reporting Person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, (i) acting (or has agreed or is agreeing to act) with any other person as a partnership, limited partnership, syndicate, or other group for the purpose of acquiring, holding, or disposing of securities of the Issuer or otherwise with respect to the Issuer or any securities of the Issuer or (ii) a member of any syndicate or group with respect to the Issuer or any securities of the Issuer.

As of the time of filing on June 15, 2015, the Reporting Persons may be deemed to beneficially own the shares of the Common Stock of the Issuer set forth in the table below.

| REPORTING PERSON | NUMBER | PERCENTAGE | SOLE | SHARED | SOLE | SHARED |
|--------------------------------------|-------------------------------------|-----------------------------|-------------------|-----------------|----------------------|----------------------|
| | OF SHARES BENEFICIAALLY OWNED | OF OUTSTANDING SHARES | VOTING POWER | VOTING POWER | DISPOSITIVE POWER | DISPOSITIVE POWER |
| ESL Partners, L.P. | 14,242,789 (1) | 44.6% | 6,615,280 | 0 | 6,615,280 | 7,627,509 (1) |
| SPE I Partners, LP | 451,566 | 1.4% | 451,566 | 0 | 451,566 | 0 |
| SPE Master I, LP | 581,561 | 1.8% | 581,561 | 0 | 581,561 | 0 |
| RBS Partners, L.P. | 15,275,916 (1)(2) | 47.8% | 7,648,407 (2) | 0 | 7,648,407 (2) | 7,627,509 (1) |
| ESL Institutional Partners, L.P. | 3,077 | 0.0% | 3,077 | 0 | 3,077 | 0 |
| RBS Investment Management, L.L.C. | 3,077 (3) | 0.0% | 3,077 (3) | 0 | 3,077 (3) | 0 |
| CRK Partners, LLC | 224 | 0.0% | 224 | 0 | 224 | 0 |
| ESL Investments, Inc. | 15,279,217 (1)(4) | 47.8% | 7,651,708 (4) | 0 | 7,651,708 (4) | 7,627,509 (1) |
| Edward S. Lampert | 15,279,217 (1)(5) | 47.8% | 15,279,217 (1)(5) | 0 | 7,651,708 (5) | 7,627,509 (1) |

- (1) This number includes 7,627,509 shares of Common Stock held by Mr. Lampert. Partners has entered into the Lock-Up Agreement with Mr. Lampert that restricts the purchase and sale of securities owned by Mr. Lampert. Pursuant to the Lock-Up Agreement, Partners may be deemed to have shared dispositive power over, and to indirectly beneficially own, securities beneficially owned by Mr. Lampert. RBS, ESL and Mr. Lampert may also be deemed to have shared dispositive power over, and to indirectly beneficially own, such securities.
- (2) This number includes 6,615,280 shares of Common Stock held by Partners, 451,566 shares of Common Stock held by SPE I and 581,561 shares of Common Stock held by SPE Master I. RBS is the general partner of, and may be deemed to indirectly beneficially own securities beneficially owned by, Partners, SPE I and SPE Master I.
- (3) This number includes 3,077 shares of Common Stock held by Institutional. RBSIM is the general partner of, and may be deemed to indirectly beneficially own securities beneficially owned by, Institutional.
- (4) This number includes 6,615,280 shares of Common Stock held by Partners, 451,566 shares of Common Stock held by SPE I, 581,561 shares of Common Stock held by SPE Master I, 3,077 shares of Common Stock held by Institutional and 224 shares of Common Stock held by CRK LLC. ESL is the general partner of, and may be deemed to indirectly beneficially own securities beneficially owned by, RBS. ESL is the manager of, and may be deemed to indirectly beneficially own securities beneficially owned by, RBSIM. ESL is the sole member of, and may be deemed to indirectly beneficially own securities beneficially owned by, CRK LLC.
- (5) This number includes 6,615,280 shares of Common Stock held by Partners, 451,566 shares of Common Stock held by SPE I, 581,561 shares of Common Stock held by SPE Master I, 3,077 shares of Common Stock held by Institutional, and 224 shares of Common Stock held by CRK LLC. Mr. Lampert is the Chairman, Chief Executive Officer and Director of, and may be deemed to indirectly beneficially own securities beneficially owned by, ESL.
- (c) Other than as set forth on Annex B hereto, there have been no transactions in the class of securities reported on that were effected by the Reporting Persons during the past sixty days or since the most recent filing of Schedule 13D, whichever is less.
- (d) Not applicable.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended and restated in its entirety as follows:

The following exhibits are filed as exhibits hereto:

| Exhibit | Description of Exhibit |
|----------------|---|
| 99.1 | Joint Filing Agreement (incorporated by reference to Exhibit 99.1 to the Schedule 13D filed on April 8, 2014). |
| 99.2 | Letter Agreement, dated June 2, 2010, by and between ESL Partners, L.P. and Edward S. Lampert (incorporated by reference to Exhibit 99.2 to the Schedule 13D filed on April 8, 2014). |

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 16, 2015

ESL PARTNERS, L.P.

By: RBS Partners, L.P., as its general partner

By: ESL Investments, Inc., as its general partner

By: /s/ Edward S. Lampert

Name: Edward S. Lampert

Title: Chief Executive Officer

SPE I PARTNERS, LP

By: RBS Partners, L.P., as its general partner

By: ESL Investments, Inc., as its general partner

By: /s/ Edward S. Lampert

Name: Edward S. Lampert

Title: Chief Executive Officer

SPE MASTER I, LP

By: RBS Partners, L.P., as its general partner

By: ESL Investments, Inc., as its general partner

By: /s/ Edward S. Lampert

Name: Edward S. Lampert

Title: Chief Executive Officer

RBS PARTNERS, L.P.

By: ESL Investments, Inc., as its general partner

By: /s/ Edward S. Lampert

Name: Edward S. Lampert

Title: Chief Executive Officer

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, L.L.C., as its general partner

By: ESL Investments, Inc., as its manager

By: /s/ Edward S. Lampert
Name: Edward S. Lampert
Title: Chief Executive Officer

RBS INVESTMENT MANAGEMENT, L.L.C.

By: ESL Investments, Inc., as its manager

By: /s/ Edward S. Lampert

Name: Edward S. Lampert

Title: Chief Executive Officer

CRK PARTNERS, LLC

By: ESL Investments, Inc., as its sole member

By: /s/ Edward S. Lampert

Name: Edward S. Lampert

Title: Chief Executive Officer

ESL INVESTMENTS, INC.

By: /s/ Edward S. Lampert

Name: Edward S. Lampert

Title: Chief Executive Officer

EDWARD S. LAMPERT

By: /s/ Edward S. Lampert

EXHIBIT INDEX

| Exhibit | Description of Exhibit |
|----------------|---|
| 99.1 | Joint Filing Agreement (incorporated by reference to Exhibit 99.1 to the Schedule 13D filed on April 8, 2014). |
| 99.2 | Letter Agreement, dated June 2, 2010, by and between ESL Partners, L.P. and Edward S. Lampert (incorporated by reference to Exhibit 99.2 to the Schedule 13D filed on April 8, 2014). |

ANNEX A

The names, business addresses, present principal occupations, and citizenship of the directors and executive officers of ESL Investments, Inc. are set forth below. If no address is given, the director's or executive officer's principal business address is 1170 Kane Concourse, Suite 200, Bay Harbor Islands, Florida 33154. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to ESL Investments, Inc.

| Name and Business Address | Principal Occupation | Citizenship |
|----------------------------------|--|--------------------|
| Edward S. Lampert | Director, Chairman and Chief Executive Officer | United States |
| Robert Breyer | Chief Compliance Officer | United States |
| Harold Talisman | Chief Financial Officer | United States |

ANNEX B

**RECENT TRANSACTIONS BY THE REPORTING PERSONS IN THE SECURITIES OF
LANDS' END, INC.**

| Entity | Date of Transaction | Description of Transaction | Shares Acquired | Shares Disposed | Price Per Share |
|--------------------|----------------------------|---|------------------------|------------------------|------------------------|
| SPE I Partners, LP | 06/15/2015 | Pro-Rata Distribution to its Partners | | 131,938 | \$ 0 |
| SPE Master I, LP | 06/15/2015 | Pro-Rata Distribution to its Partners | | 168,857 | \$ 0 |
| RBS Partners, L.P. | | Acquisition from SPE I Partners, LP and SPE Master I, LP as a result of a Pro-Rata Distribution | | | |
| | 06/15/2015 | | 66,202 | | \$ 0 |
| RBS Partners, L.P. | 06/15/2015 | Pro-Rata Distribution | | 66,202 | \$ 0 |
| Edward S. Lampert | | Acquisition from RBS Partners, L.P. as a result of a Pro-Rata Distribution | | | |
| | 06/15/2015 | | 66,202 | | \$ 0 |