

SEARS HOLDINGS CORP
Form 4
October 05, 2015

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)

10/01/2015

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

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock, par value \$0.01 per share | 10/01/2015 | | P | | 13,387 A \$ 22.9804 (1) | 30,002,411 | D (2) (3) (4) (5) |
| Common Stock, par value \$0.01 per share | 10/02/2015 | | J | | 10,230 (6) D \$ 0 | 0 | I See Footnotes (2) (3) (4) (5) |
| | | | | | | 2,019 (7) | I |

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| | | | | | | | | |
|--|------------|---|------------------|---|------|------------------------|---|---|
| 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 | 10/02/2015 | J | 2,019 <u>(8)</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 | 10/02/2015 | J | 747 <u>(9)</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 | | | | | | 30,009,060 <u>(10)</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>(11)</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>(12)</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>(13)</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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| | | | | | | | |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|-------------------------------|------------------------------------|------------------|------------|---|------|---|-----|-----|---------------------|--------------------|--|----------------------------------|
| Warrants (right to buy) | \$ 28.41 | 10/02/2015 | J | 2,111 <u>(14)</u> | | | | | 11/19/2014 | 12/15/2019 | Common Stock, par value \$0.01 per share | 2,343 <u>(15)</u> |
| Warrants (right to buy) | \$ 28.41 | | | | | | | | 11/19/2014 | 12/15/2019 | Common Stock, par value \$0.01 per share | 463 <u>(15)</u> |
| Warrants (right to buy) | \$ 28.41 | 10/02/2015 | J | 417 <u>(17)</u> | | | | | 11/19/2014 | 12/15/2019 | Common Stock, par value \$0.01 per share | 463 <u>(15)</u> |
| Warrants (right to buy) | \$ 28.41 | 10/02/2015 | J | 140 <u>(18)</u> | | | | | 11/19/2014 | 12/15/2019 | Common Stock, par value \$0.01 per share | 155 <u>(15)</u> |
| Warrants (right to buy) | \$ 28.41 | | | | | | | | 11/19/2014 | 12/15/2019 | Common Stock, par value \$0.01 per share | 6,328,78 <u>(15)</u> |
| Warrants (right to buy) | \$ 28.41 | | | | | | | | 11/19/2014 | 12/15/2019 | Common Stock, par value \$0.01 per share | 5,359,32 <u>(15)</u> |

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 | 10/05/2015 |
| __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 | 10/05/2015 |
| __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 | 10/05/2015 |
| __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 | 10/05/2015 |
| __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 | 10/05/2015 |
| __Signature of Reporting Person | Date |

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| | |
|--|------------|
| 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 | 10/05/2015 |
| __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 | 10/05/2015 |
| __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 | 10/05/2015 |
| __Signature of Reporting Person | Date |
| ESL INVESTMENTS, INC., By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer | 10/05/2015 |
| __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) This price represents the approximate weighted average price per share of common stock of Sears Holdings Corporation (the "Issuer"), par value \$0.01 per share ("Shares"), of purchases that were executed at prices ranging from \$22.94 to \$23.00 per Share. The reporting persons undertake to provide, upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the price per Share and the number of Shares purchased at each price.
 - (2) This statement is jointly filed by and on behalf of each of Edward S. Lampert, ESL Partners, L.P. ("Partners"), SPE I Partners, LP ("SPE I"), SPE Master I, LP ("SPE Master I"), RBS Partners, L.P. ("RBS"), ESL Institutional Partners, L.P. ("Institutional"), RBS Investment Management, L.L.C. ("RBSIM"), CRK Partners, LLC ("CRK LLC") and ESL Investments, Inc. ("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.
 - (3) 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, both RBS and Institutional. 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.
 - (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 that were distributed by Institutional on a pro rata basis to its partners (the "Institutional Share Distribution").
 - (7) Represents Shares received by RBSIM from Institutional as a result of the Institutional Share Distribution. The acquisition of Shares by RBSIM in the Institutional Share 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 RBSIM in the Institutional Share Distribution from Section 16 of the Exchange Act.
 - (8) Represents Shares that were distributed by RBSIM on a pro rata basis indirectly to Mr. Lampert (the "RBSIM Share Distribution").
 - (9) Represents Shares that were distributed by CRK LLC on a pro rata basis indirectly to Mr. Lampert (the "CRK Share Distribution" and, together with the Institutional Share Distribution and the RBSIM Share Distribution, the "Share Distributions").
 - (10) Includes Shares received by Mr. Lampert from Institutional, RBSIM and CRK LLC as a result of the Share Distributions. The acquisition of Shares by Mr. Lampert in the Share Distributions constituted a change in the form of beneficial ownership without a

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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 Mr. Lampert in the Institutional Share Distribution from Section 16 of the Exchange Act.

- (11) Represents Shares directly beneficially owned by Partners.
- (12) Represents Shares directly beneficially owned by SPE I.
- (13) Represents Shares directly beneficially owned by SPE Master I.
Represents warrants to purchase Shares of the Issuer ("Warrants") that were distributed by Institutional on a pro rata basis to its partners
- (14) (the "Institutional Warrant Distribution"). As a result of the Institutional Share Distribution and the Institutional Warrant Distribution, Institutional will no longer be a reporting person.
- (15) Represents the amount of Shares that could be acquired upon the exercise of Warrants, with each Warrant entitling the holder thereof to purchase Shares at an exercise price of \$28.41 per Share.
Represents Warrants received by RBSIM from Institutional as a result of the Institutional Warrant Distribution. The acquisition of Warrants by RBSIM in the Institutional Warrant Distribution constituted a change in the form of beneficial ownership without a change
- (16) 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 Warrants by RBSIM in the Institutional Warrant Distribution from Section 16 of the Exchange Act.
- (17) Represents Warrants that were distributed by RBSIM on a pro rata basis indirectly to Mr. Lampert (the "RBSIM Warrant Distribution").
Represents Warrants that were distributed by CRK LLC on a pro rata basis indirectly to Mr. Lampert (the "CRK Warrant Distribution"
- (18) and, together with the Institutional Warrant Distribution and the RBSIM Warrant Distribution, the "Warrant Distributions"). As a result of the CRK Share Distribution and the CRK Warrant Distribution, CRK LLC will no longer be a reporting person.
Includes Warrants received by Mr. Lampert from Institutional, RBSIM and CRK LLC as a result of the Warrant Distributions. The acquisition of Warrants by Mr. Lampert in the Warrant Distributions constituted a change in the form of beneficial ownership without a
- (19) 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 Warrants by Mr. Lampert in the Institutional Warrant Distribution from Section 16 of the Exchange Act.
- (20) Represents Warrants directly beneficially owned by Partners.

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.