

SEARS HOLDINGS CORP  
Form 4  
December 15, 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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)

**12/11/2015**

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<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 12/11/2015                              |                                                             | P                                    | 14,854                                                                  | A \$ 21.3986<br>(1)                                                                                                | 30,367,086                                                              | D (2) (3) (4)<br>(5)                                              |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 12/14/2015                              |                                                             | P                                    | 28,331                                                                  | A \$ 20.937<br>(6)                                                                                                 | 30,395,417                                                              | D (2) (3) (4)<br>(5)                                              |

21,992,640 I

# Edgar Filing: SEARS HOLDINGS CORP - Form 4

|                                                      |         |   |  |  |  |                                            |
|------------------------------------------------------|---------|---|--|--|--|--------------------------------------------|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |         |   |  |  |  | See<br>Footnotes<br>(2) (3) (4) (5)<br>(7) |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 150,124 | I |  |  |  | See<br>Footnotes<br>(2) (3) (4) (5)<br>(8) |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 193,341 | I |  |  |  | See<br>Footnotes<br>(2) (3) (4) (5)<br>(9) |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                     | Relationships |           |                         |       |
|------------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                                                    | Director      | 10% Owner | Officer                 | Other |
| LAMPERT EDWARD S<br>1170 KANE CONCOURSE, SUITE 200<br>BAY HARBOR ISLANDS, FL 33154 | X             | X         | Chief Executive Officer |       |

ESL PARTNERS, L.P.  
1170 KANE CONCOURSE, SUITE 200  
BAY HARBOR ISLANDS, FL 33154

SPE I Partners, L.P.  
1170 KANE CONCOURSE, SUITE 200  
BAY HARBOR ISLANDS, FL 33154

SPE Master I, L.P.  
1170 KANE CONCOURSE, SUITE 200  
BAY HARBOR ISLANDS, FL 33154

RBS PARTNERS, L.P.  
1170 KANE CONCOURSE, SUITE 200  
BAY HARBOR ISLANDS, FL 33154

ESL INVESTMENTS, INC.  
1170 KANE CONCOURSE, SUITE 200  
BAY HARBOR ISLANDS, FL 33154

## Signatures

EDWARD S. LAMPERT, By: /s/ Edward S. Lampert 12/15/2015

\*\*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 | 12/15/2015 |
| **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

12/15/2015

\*\*\*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 |  | 12/15/2015 |
| **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

12/15/2015

\*\*Signature of Reporting Person Date

|                                                                                                              |            |
|--------------------------------------------------------------------------------------------------------------|------------|
| ESL INVESTMENTS, INC., By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title:<br>Chief Executive Officer | 12/15/2015 |
| **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 \$21.15 to \$21.49 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,

## Edgar Filing: SEARS HOLDINGS CORP - Form 4

full information regarding the price per Share and the number of Shares purchased at each price.

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"), 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.

RBS is the general partner of, and may be deemed to beneficially own securities owned by, Partners, SPE I, and SPE Master I. Mr.

- (3) 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.

The reporting persons state that neither the filing of this statement nor anything herein shall be deemed an admission that such persons

- (4) 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

- (5) 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.

This price represents the approximate weighted average price per Share of purchases that were executed at prices ranging from \$20.81 to

- (6) \$21.00 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.
- (7) Represents Shares directly beneficially owned by Partners.
- (8) Represents Shares directly beneficially owned by SPE I.
- (9) 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.

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.