

LANDS END INC
Form 10-12B/A
February 14, 2014

As filed with the Securities and Exchange Commission on February 14, 2014

File No. 001-09769

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

Amendment No. 3

to

Form 10

GENERAL FORM FOR REGISTRATION OF SECURITIES

Pursuant to Section 12(b) or (g) of
the Securities Exchange Act of 1934

Lands End, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

36-2512786
(I.R.S. Employer
Identification Number)

1 Lands End Lane

Dodgeville, Wisconsin
(Address of principal executive offices)

53595
(Zip Code)

(608) 935-9341

(Registrant's telephone number, including area code)

Securities to be registered pursuant to Section 12(b) of the Act:

| | |
|---|---------------------------------------|
| Title of Each Class | Name of Each Exchange on which |
| to be so Registered | Each Class is to be Registered |
| Common Stock, par value \$0.01 per share | The NASDAQ Stock Market LLC |
| Securities to be registered pursuant to Section 12(g) of the Act: None | |

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 a smaller reporting company) Smaller reporting company

EXPLANATORY NOTE

Lands End, Inc. is filing this Amendment No. 3 (this Amendment) to the registration statement on Form 10 (File No. 001-09769) (the Registration Statement) as an exhibit-only filing. Accordingly, this Amendment consists only of the facing page, the cross-reference sheet between the information statement and items of Form 10, this explanatory note, the signature page to the Registration Statement and Exhibits 10.3, 10.4, 10.6, 10.8, 10.10, 10.12, 10.13, 10.14, 10.15, 10.16 and 10.17. The information statement contained in Exhibit 99.1 to the Registration Statement is unchanged and is omitted.

The following documents are filed as exhibits hereto:

Exhibit

| Number | Exhibit Description |
|---------------|--|
| 2.1 | Form of Separation and Distribution Agreement by and between Sears Holdings Corporation and Lands End, Inc.* |
| 3.1 | Form of Amended and Restated Certificate of Incorporation of Lands End, Inc.* |
| 3.2 | Form of Amended and Restated Bylaws of Lands End, Inc.* |
| 10.1 | Form of Transition Services Agreement by and between Sears Holdings Management Corporation and Lands End, Inc.* |
| 10.2 | Form of Tax Sharing Agreement by and between Sears Holdings Corporation and Lands End, Inc.* |
| 10.3 | Form of Master Lease Agreement by and between Sears, Roebuck and Co. and Lands End, Inc.** |
| 10.4 | Form of Master Sublease Agreement by and between Sears, Roebuck and Co. and Lands End, Inc.** |
| 10.5 | Form of Lands End Shops at Sears Retail Operations Agreement by and between Sears, Roebuck and Co. and Lands End, Inc.* |
| 10.6 | Form of Shop Your Way SM Retail Establishment Agreement by and between Sears Holdings Management Corporation and Lands End, Inc.** |
| 10.7 | Form of Financial Services Agreement by and between Sears Holdings Management Corporation and Lands End, Inc.* |
| 10.8 | Form of Buying Agency Agreement by and between Sears Holdings Global Sourcing, Ltd. and Lands End, Inc.** |
| 10.9 | Letter from Sears Holdings Corporation to Edgar Huber relating to employment, dated July 18, 2011.*** |
| 10.10 | Executive Severance Agreement dated and effective as of July 18, 2011 between Sears Holdings Corporation and its affiliates and subsidiaries and Edgar Huber.** |
| 10.11 | Letter from Lands End, Inc. to Michael Rosera relating to employment, dated June 27, 2012.*** |
| 10.12 | Executive Severance Agreement dated and effective as of July 2, 2012 between Sears Holdings Corporation and its affiliates and subsidiaries and Michael Rosera.** |
| 10.13 | Letter from Lands End, Inc. to Karl Dahlen relating to employment, dated January 31, 2014.** |
| 10.14 | Executive Severance Agreement dated and effective as of February 3, 2014 between Sears Holdings Corporation and its affiliates and subsidiaries and Karl Dahlen.** |
| 10.15 | Letter from Lands End, Inc. to Michele Donnan Martin relating to employment, dated September 19, 2013.** |
| 10.16 | Executive Severance Agreement dated and effective as of September 19, 2013 between Sears Holdings Corporation and its affiliates and subsidiaries and Michele Donnan Martin.** |
| 10.17 | Executive Severance Agreement dated and effective as of January 21, 2013 between Sears Holdings Corporation and its affiliates and subsidiaries and Kelly Ritchie.** |

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- 21.1 Subsidiaries of Lands End, Inc.***
- 99.1 Information Statement of Lands End, Inc., preliminary and subject to completion, dated January 31, 2014.***
- 99.2 Form of Notice of Internet Availability of Information Statement Materials.*

* To be filed by amendment.

** Filed herewith.

*** Previously filed.

Confidential treatment requested as to certain terms in this agreement; these terms have been omitted from this filing and filed separately with the Securities and Exchange Commission.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

LANDS END, INC.

By: /s/ Edgar O. Huber

Name: Edgar O. Huber

Title: Chief Executive Officer

Date: February 14, 2014