

LANDS END INC  
Form 10-12B/A  
March 11, 2014

As filed with the Securities and Exchange Commission on March 11, 2014

File No. 001-09769

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

**Amendment No. 5**

**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)**

**1 Lands End Lane**

**Dodgeville, Wisconsin**  
**(Address of principal executive offices)**

**(608) 935-9341**

**36-2512786**  
**(I.R.S. Employer**

**Identification Number)**

**53595**  
**(Zip Code)**

**(Registrant's telephone number, including area code)**

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

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

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

**LANDS END, INC.**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**CROSS-REFERENCE SHEET BETWEEN INFORMATION STATEMENT**

**AND ITEMS OF FORM 10**

Certain information required to be included herein is incorporated by reference to specifically identified portions of the body of the information statement filed herewith as Exhibit 99.1. None of the information contained in the information statement shall be incorporated by reference herein or deemed to be a part hereof unless such information is specifically incorporated by reference.

**Item 1. *Business.***

The information required by this item is contained under the sections of the information statement entitled Information Statement Summary, Risk Factors, Cautionary Statement Concerning Forward-Looking Statements, Management's Discussion and Analysis of Financial Condition and Results of Operations, Business, Certain Relationships and Related Person Transactions Our Relationship with Sears Holdings Following the Spin-Off, and Where You Can Find More Information. Those sections are incorporated herein by reference.

**Item 1A. *Risk Factors.***

The information required by this item is contained under the sections of the information statement entitled Risk Factors and Cautionary Statement Concerning Forward-Looking Statements. Those sections are incorporated herein by reference.

**Item 2. *Financial Information.***

The information required by this item is contained under the sections of the information statement entitled Capitalization, Selected Historical Financial Data, and Management's Discussion and Analysis of Financial Condition and Results of Operations. Those sections are incorporated herein by reference.

**Item 3. *Properties.***

The information required by this item is contained under the section of the information statement entitled Business Facilities and Store Locations. That section is incorporated herein by reference.

**Item 4. *Security Ownership of Certain Beneficial Owners and Management.***

The information required by this item is contained under the section of the information statement entitled Security Ownership of Certain Beneficial Owners and Management. That section is incorporated herein by reference.

**Item 5. *Directors and Executive Officers.***

The information required by this item is contained under the section of the information statement entitled Management. That section is incorporated herein by reference.

**Item 6. *Executive Compensation.***

The information required by this item is contained under the sections of the information statement entitled Executive Compensation and Certain Relationships and Related Person Transactions. Those sections are incorporated herein by reference.

**Item 7. *Certain Relationships and Related Transactions, and Director Independence.***

The information required by this item is contained under the sections of the information statement entitled Management and Certain Relationships and Related Person Transactions. Those sections are incorporated herein by reference.

**Item 8. *Legal Proceedings.***

The information required by this item is contained under the section of the information statement entitled Business Legal Proceedings. That section is incorporated herein by reference.

**Item 9. *Market Price of, and Dividends on, the Registrant's Common Equity and Related Stockholder Matters.***

The information required by this item is contained under the sections of the information statement entitled Dividend Policy, Capitalization, The Spin-Off, Executive Compensation and Description of Our Capital Stock. Those sections are incorporated herein by reference.

**Item 10. *Recent Sales of Unregistered Securities.***

The information required by this item is contained under the sections of the information statement entitled Management's Discussion and Analysis of Financial Condition and Results of Operations and Description of Our Capital Stock. Those sections are incorporated herein by reference.

**Item 11. *Description of Registrant's Securities to be Registered.***

The information required by this item is contained under the sections of the information statement entitled Dividend Policy, The Spin-Off, and Description of Our Capital Stock. Those sections are incorporated herein by reference.

**Item 12. *Indemnification of Directors and Officers.***

The information required by this item is contained under the section of the information statement entitled Description of Our Capital Stock Indemnification and Limitation of Liability of Directors and Officers. That section is incorporated herein by reference.

**Item 13. *Financial Statements and Supplementary Data.***

The information required by this item is contained under the section of the information statement entitled Index to Audited Financial Statements, Index to Unaudited Financial Statements and the financial statements referenced therein. That section is incorporated herein by reference.

**Item 14. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.***

Not applicable.

**Item 15. *Financial Statements and Exhibits.***

**(a) *Financial Statements***

The information required by this item is contained under the section of the information statement entitled Index to Audited Financial Statements, Index to Unaudited Financial Statements and the financial statements referenced

therein. That section is incorporated herein by reference.

**(b) Exhibits**

See below.

The following documents are filed as exhibits hereto:

**Exhibit**

<b>Number</b>	<b>Exhibit Description</b>
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 <sup>SM</sup> 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	

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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.\*\*\*
- 10.18 Form of Director Compensation Policy of Lands End, Inc.\*\*
- 10.19 Form of Lands End, Inc. Umbrella Incentive Plan\*
- 10.20 Form of Lands End, Inc. Annual Incentive Plan\*



**Exhibit**

<b>Number</b>	<b>Exhibit Description</b>
10.21	Form of Lands End, Inc. Long-Term Incentive Plan*
10.22	Form of Lands End, Inc. Cash Long-Term Incentive Plan*
10.23	Form of Lands End, Inc. 2014 Stock Plan*
21.1	Subsidiaries of Lands End, Inc.***
99.1	Information Statement of Lands End, Inc., preliminary and subject to completion, dated March 11, 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: March 11, 2014