

LANDS' END, INC.  
Form 8-K  
June 05, 2015

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

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FORM 8-K

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CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
Date of report (Date of earliest event reported): June 5, 2015

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LANDS' END, INC.  
(Exact Name of Registrant as Specified in its Charter)

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|--|--------------------------|--------------------------------------|
| Delaware   | 001-09769                | 36-2512786                           |
| (State or Other Jurisdiction of<br>Incorporation)                                      | (Commission File Number) | (IRS Employer<br>Identification No.) |
| 1 Lands' End Lane<br>Dodgeville, Wisconsin<br>(Address of Principal Executive Offices) | 53595<br>(Zip Code)      |                                      |

Registrant's telephone number, including area code: (608) 935-9341

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions (See General Instructions A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

On June 5, 2015 Lands' End, Inc. (the "Company") held its Annual Meeting of Stockholders at the Company's offices in Dodgeville, Wisconsin. The meeting was held to vote on the matters described below.

1. Election of Directors. Robert Galvin, Elizabeth Darst Leykum, Josephine Linden, Federica Marchionni, John T. McClain, Jignesh Patel, and Jonah Staw were elected to the Board of Directors of the Company for a one-year term expiring at the 2016 Annual Meeting of Stockholders or until their successors are elected and qualified. The votes on this matter were as follows:

| Name                   | For        | Withheld | Broker Non-Votes |
|------------------------|------------|----------|------------------|
| Robert Galvin          | 29,295,067 | 167,194  | 1,339,912        |
| Elizabeth Darst Leykum | 28,919,015 | 543,246  | 1,339,912        |
| Josephine Linden       | 29,393,370 | 68,891   | 1,339,912        |
| Federica Marchionni    | 29,409,968 | 52,293   | 1,339,912        |
| John T. McClain        | 29,411,298 | 50,963   | 1,339,912        |
| Jignesh Patel          | 29,311,065 | 151,196  | 1,339,912        |
| Jonah Staw             | 29,409,951 | 52,310   | 1,339,912        |

2. Advisory Vote to Approve the Compensation of the Company's Named Executive Officers. The stockholders approved, on a non-binding advisory basis, the compensation of the Company's named executive officers. The votes on this matter were as follows:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 29,253,326 | 187,091 | 21,844  | 1,339,912        |

3. Advisory Vote to Approve the frequency of the Compensation of the Company's Named Executive Officers. The stockholders voted, on a non-binding advisory basis, to hold an advisory vote on the compensation of the Company's named executive officers every year. The votes on this matter were as follows:

| 1 year     | 2 years | 3 years   | Abstain | Broker Non-Votes |
|------------|---------|-----------|---------|------------------|
| 25,840,275 | 39,328  | 3,565,248 | 17,410  | 1,339,912        |



4. Approve the Lands' End, Inc. Umbrella Incentive Plan (As Amended and Restated). The stockholders approved, the Lands' End, Inc. Umbrella Incentive Plan (As Amended and Restated). The votes on this matter were as follows:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 29,133,355 | 181,911 | 146,995 | 1,339,912        |

5. Approve the Lands' End, Inc. 2014 Stock Plan (As Amended and Restated). The stockholders approved the Lands' End, Inc. 2014 Stock Plan (As Amended and Restated). The votes on this matter were as follows:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 29,036,891 | 279,615 | 145,755 | 1,339,912        |

6. Ratification of the Appointment of Deloitte & Touche LLP as the Company's Independent Registered Public Accounting Firm for 2015. The stockholders ratified the Audit Committee's appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal year 2015. The votes on this matter were as follows:

| For        | Against | Abstain |
|------------|---------|---------|
| 30,762,229 | 20,241  | 19,703  |

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SIGNATURES

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

LANDS' END, INC.  
(Registrant)

By: /s/ Dorian R. Williams  
Dorian R. Williams  
Senior Vice President, General Counsel  
and Corporate Secretary

June 5, 2015  
(Date)