

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

LANDS' END, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State of incorporation)

36-2512786  
(I.R.S. Employer  
Identification No.)

One Lands' End Lane  
Dodgeville, Wisconsin 53595  
(608) 935-9341  
(Address of principal executive offices)

LANDS' END, INC. STOCK OPTION PLAN  
(formerly the Lands' End, Inc. 1990 Stock Option Plan)  
(Full title of the plans)

David F. Dyer  
President and Chief Executive Officer  
One Lands' End Lane  
Dodgeville, Wisconsin 53595  
(608) 935-9341

(Name, address, including zip code, and telephone number, including area  
code, of agent for service)

Copy to:  
Robert S. Osborne, P.C.  
Kirkland & Ellis  
200 East Randolph Drive  
Chicago, Illinois 60601

Calculation of Registration Fee

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share (1)	Proposed maximum aggregate offering price (1)	Amount of registration fee (1)
Common Stock, par value \$0.01 per share	4,500,000 shares (2)	\$45.625	\$205,312,500	\$57,076.88

- (1) Estimated pursuant to Rule 457(h) solely for the purpose of calculating the amount of the registration fee based upon the average of the high and low prices reported for the shares on the New York Stock Exchange on July 30, 1999.
- (2) Represents the increase in the total number of shares reserved for issuance under the Lands' End, Inc. Stock Option Plan, as amended effective May 19, 1999 (the "Plan"). An aggregate of 1,000,000 shares has been previously registered under a Registration Statement on Form S-8 (Reg. No. 333-46133). This Registration Statement also covers such an indeterminate number of additional shares as may be issued pursuant to the antidilution provisions of the Plan.

Statement Under General Instruction E - Registration of Additional Securities

Pursuant to General Instruction E of Form S-8, this Registration Statement is filed solely to register an additional 4,500,000 shares of common

stock, par value \$0.01 per share, of the Registrant reserved for issuance under the Lands' End, Inc. Stock Option Plan, as amended (the "Plan"). This increase is the result of (i) the approval by the unanimous vote of the Registrant's shareholders in May, 1994 of an increase in the authorized number of shares that may be issued upon exercise of options granted under the Plan to 1,250,000, (ii) a two-for-one stock split in declared in May, 1994 and (iii) the approval by the unanimous vote of the Registrant's shareholders in May, 1999 of an increase in the authorized number of shares that may be issued upon exercise of options granted under the Plan to 5,500,000, Pursuant to Instruction E, the contents of the Registrant's Registration Statement on Form S-8, File No. 333-46133, including without limitation periodic reports that the Registrant filed, or will file, after such Form S-8 to maintain current information about the Registrant, are hereby incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8.Exhibits.

See "Index to Exhibits".

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, and in the capacity indicated, in the City of Dodgeville, State of Wisconsin, on the third day of August, 1999.

LANDS' END, INC.

By: /s/ DAVID F. DYER  
Name: David F. Dyer  
Title: President and  
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David F. Dyer, Stephen A. Orum and Pamela Patzke and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

\* \* \* \* \*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement and power of attorney have been signed on August 3, 1999, by the following persons in the capacities indicated:

Signature	Capacity
/s/ DAVID F. DYER David F. Dyer	President, Chief Executive Officer and Director (principal executive officer)
/s/ RICHARD C. ANDERSON Richard C. Anderson	Director
/s/ DAVID B. HELLER David B. Heller	Director
/s/ JOHN N. LATTER John N. Latter	Director
/s/ GARY C. COMER Gary C. Comer	Director
/s/ HOWARD G. KRANE Howard G. Krane	Director
/s/ DANIEL OKRENT Daniel Okrent	Director
/s/ STEPHEN A. ORUM Stephen A. Orum	Executive Vice President, Chief Operating Officer and Chief Financial Officer (principal financial and accounting officer)

#### INDEX TO EXHIBITS

Exhibit No.	Description of Exhibits
4.1	Lands' End, Inc. Stock Option Plan (incorporated by reference to the Company's Notice of 1999 Annual Meeting And Proxy Statement)
5.1	Opinion of Kirkland & Ellis with respect to the validity of the securities being registered
23.1	Consent of Arthur Andersen LLP
23.2	Consent of Kirkland & Ellis (included in its opinion filed as Exhibit 5.1)
24.1	Power of Attorney (included on the signature page of this Registration Statement)

#### EXHIBIT 23.1

#### Consent of Independent Public Accountants

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our report dated March 5, 1999 included in the Company's Form 10-K (Registration File No. 001-09769) for the fiscal year ended January 29, 1999, and to all references to our Firm included in this registration statement.

/s/ ARTHUR ANDERSEN LLP  
Arthur Andersen LLP  
Milwaukee, Wisconsin

August 3, 1999

KIRKLAND & ELLIS  
PARTNERSHIPS INCLUDING PROFESSIONAL CORPORATIONS  
200 East Randolph Drive  
Chicago, Illinois 60601

Exhibit 5.1

To Call Writer Direct: 312 861-2000  
312 861-2000

Facsimile:  
312 861-2200

August 3, 1999

Lands' End, Inc.  
One Lands' End Lane  
Dodgeville, Wisconsin 53595

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We are acting as special counsel to Lands' End, Inc., a Delaware corporation (the "Company"), in connection with the proposed registration by the Company of 4,500,000 shares (the "Shares") of its Common Stock, par value \$0.01 per share (the "Common Stock"), pursuant to a Registration Statement on Form S-8, filed with the Securities and Exchange Commission (the "Commission") on the date hereof under the Securities Act of 1933, as amended (the "Act") (such Registration Statement, as amended or supplemented, is hereinafter referred to as the "Registration Statement"). The Shares are to be issued by the Company to officers and certain key employees of the Company pursuant to the Lands' End, Inc. Stock Option Plan, as amended (the "Plan").

In that connection, we have examined such corporate proceedings, documents, records and matters of law as we have deemed necessary to enable us to render this opinion.

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Company and the due authorization, execution and delivery of all documents by the parties thereto other than the Company. As to any facts material to the opinions expressed herein, we have relied upon the statements and representations of officers and other representations of the Company and others.

Our opinion expressed below is subject to the qualifications that we express no opinion as to the applicability of, compliance with, or effect of (i) any bankruptcy, insolvency, reorganization, fraudulent transfer, fraudulent conveyance, moratorium or other similar law affecting the enforcement of creditors' rights generally; (ii) general principles of equity (regardless of whether enforcement is considered in a proceeding in equity or at law); (iii) public policy considerations which may limit the rights of parties to obtain certain remedies; and (iv) any laws except the internal laws of the State of Illinois, the General Corporation law of the

State of Delaware and the federal law of the United States of America.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth below, we hereby advise you that in our opinion:

(1) The Plan has been duly adopted by the Board of Directors and approved by the stockholders of the Company.

(2) The Shares are duly authorized and validly reserved for issuance pursuant to the Plan and, when: (i) the Registration Statement becomes effective under the Act; (ii) the Shares are issued in accordance with the terms of the Plan; (iii) the recipient provides the full consideration for such Shares as required by the terms of the Plan (assuming in each case the consideration received by the Company is at least equal to \$0.01 per share); and (iv) certificates representing the Shares have been duly executed and delivered on behalf of the Company and duly countersigned by the Company's transfer agent/registrar, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission.

We do not find it necessary for the purposes of this opinion, and accordingly we do not purport to cover herein, the application of the securities or "Blue Sky" laws of the various states to the issuance and sale of the Shares.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. We assume no obligation to revise or supplement this opinion should the present laws of the States of Illinois or Delaware or the federal law of the United States be changed by legislative action, judicial decision or otherwise.

This opinion is furnished to you in connection with the filing of the Registration Statement and is not to be used, circulated, quoted or otherwise relied upon for any other purpose.

Very truly yours,

/s/ KIRKLAND & ELLIS

Kirkland & Ellis

