

As filed with the Securities and Exchange Commission on February 12, 1997
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-1004

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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 No.)

LANDS' END LANE
DODGEVILLE, WISCONSIN 53595
(608) 935-9341
(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

BRADLEY K. JOHNSON
SENIOR VICE PRESIDENT AND CHIEF FINANCIAL OFFICER
LANDS' END, INC.
LANDS' END LANE
DODGEVILLE, WISCONSIN 53595
(608) 935-9341
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

Copies to:

Pamela M. Patzke	Robert S. Osborne, P.C.
Lands' End, Inc.	Kirkland & Ellis
Lands' End Lane	200 East Randolph Drive
Dodgeville, Wisconsin 53595	Chicago, Illinois 60601
(608) 935-9341	(312) 861-2368

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From time to time after the effective date of this Registration Statement as determined by market conditions, subject to the timing restrictions described herein.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act registration statement number of the earlier registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434 under the Securities Act of 1933, please check the following box.

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock, \$0.01 par value per share.....	2,000,000 shares	\$28.1875 (1)	\$56,375,000 (1)	\$17,083

(1) Estimated in accordance with Rule 457(c) solely for the purpose of determining the registration fee.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These Securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This prospectus shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any State in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such State.

SUBJECT TO COMPLETION
PRELIMINARY PROSPECTUS DATED FEBRUARY 12, 1997

PROSPECTUS

2,000,000 SHARES

[LANDS' END LOGO]

COMMON STOCK
(\$0.01 PAR VALUE)

This Prospectus relates to 2,000,000 shares of common stock, \$0.01 par value per share ("Common Stock"), of Lands' End, Inc. (the "Company"). All of the shares of Common Stock of the Company offered hereby are offered for the account of and may be sold from time to time by Gary C. Comer (the "Selling Stockholder"). The Company will not receive any of the proceeds from the sale of the shares of Common Stock by the Selling Stockholder. The Company has agreed to pay for the expenses of the registration of the shares of Common Stock under the Securities Act of 1933, as amended (the "Securities Act"). See "Use of Proceeds," "Plan of Distribution" and "Selling Stockholder."

The Selling Stockholder is the Chairman of the Board of Directors and the founder of the Company. The Selling Stockholder owned approximately 53.7% of the outstanding shares of Common Stock of the Company as of the date of this Prospectus. The Company has been advised that the Selling Stockholder may, from time to time, as determined by market conditions, offer shares in ordinary brokerage transactions on the New York Stock Exchange, Inc., by means of one or more block trades, secondary distributions, exchange distributions or special offerings, through a broker-dealer who purchases such shares as principal and resells them for its own account, or in other transactions to be determined at the time of sale. Such sales may be consummated using Salomon Brothers Inc, or such other broker-dealer as may enter into arrangements with the Selling Stockholder, and will be effected only within certain guidelines set forth in the Company's corporate policy restricting the purchase or sale of securities of the Company by officers and directors. See "Plan of Distribution" and "Selling Stockholder."

The Common Stock is listed on the New York Stock Exchange under the symbol "LE." The closing sale price of the Common Stock on the New York Stock Exchange on February 11, 1997 was \$27.875 per share.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

No person has been authorized by the Corporation to give any information or to make any representation not contained or incorporated by reference in this Prospectus in connection with the offer described herein, and any information or representation not contained or incorporated by reference herein must not be relied upon as having been authorized by the Company or the Selling Stockholder. This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities offered hereby in any jurisdiction to any person to whom it is unlawful to make such an offer in such jurisdiction, nor an offer to sell or a solicitation of an offer to buy any securities other than those offered hereby. Neither the delivery of this Prospectus nor any sale made hereunder shall under any circumstances create any implication that there has been no change since the date hereof in the affairs of the Company or in the information set forth herein.

The date of this Prospectus is February __, 1997.

AVAILABLE INFORMATION

The Company is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith, files reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). Such material may be inspected and copied at prescribed rates at the public reference facilities maintained by the Commission at Room 1024, Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549, and at the following Regional Offices of the Commission: Seven World Trade Center, New York, New York 10048; and Citicorp Center, 500 West Madison Street, Suite 1400, Chicago, Illinois 60661-2511. The Commission maintains a Web site that contains reports, proxy and information statements and other information regarding registrants that file electronically with the Commission; the address of such site is <http://www.sec.gov>. Reports, proxy statements and other information concerning the Company can also be inspected at the offices of the New York Stock Exchange, Inc., 11 Wall Street, New York, New York 10005.

The Company has filed with the Commission a Registration Statement on Form S-3 (the "Registration Statement") under the Securities Act, with respect to the Common Stock being offered pursuant to this Prospectus. This Prospectus does not contain all of the information set forth in the Registration Statement, certain parts of which are omitted in accordance with the rules and regulations of the Commission. For further information, reference is hereby made to the Registration Statement.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents, which have been filed by the Company with the Commission, are incorporated herein by reference:

1. Annual Report on Form 10-K for the fiscal year ended February 2, 1996.
2. Quarterly Reports on Form 10-Q for the fiscal quarters ended May 3, 1996, August 2, 1996 and November 1, 1996.
3. Current Report on Form 8-K, filed July 22, 1996.
4. The description of Common Stock contained in the Company's registration statement filed pursuant to the Exchange Act, and any amendment or report filed for the purpose of updating such description.

All documents filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Prospectus and prior to the termination of the sale of the shares offered hereby shall be deemed to be incorporated by reference in this Prospectus and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

The Company will provide without charge to each person to whom this Prospectus is delivered, upon the written or oral request of such person, a copy of any or all of the documents which have been or may be incorporated by reference in this Prospectus, other than exhibits to such documents not specifically described above. Requests for such documents should be directed to Lands' End, Inc., Lands' End Lane, Dodgeville, Wisconsin 53595, telephone (608) 935-4835, Attention: Investor Relations.

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THE COMPANY

Lands' End, Inc. is a leading direct merchant of traditionally styled, casual clothing for men, women, and children, accessories, domestics, shoes and soft luggage. The Company's products are offered through regular mailings of its monthly primary catalog and its specialty catalogs, which include "Lands' End Kids" (casual clothing for infants and children), "Coming Home" (specialty bed and bath products), "Beyond Buttondowns" (men's tailored dress clothing) and "First Person Singular" (business attire and accessories for women).

The Company was founded in 1963 by Gary C. Comer, who now serves as Chairman of the Company's Board of Directors. In October 1986, the Company consummated an initial public offering of Common Stock. Since that time, net sales and net income have grown from \$226.5 million and \$11.3 million (pro forma) in fiscal 1986, to \$1,031.5 million and \$30.6 million for fiscal 1996, respectively. The Company emphasizes a strategy of offering quality products at the best possible value to customers, and strives to maintain and continuously improve what it believes to be a superior level of customer service.

The Company's principal executive offices are located at Lands' End Lane, Dodgeville, Wisconsin 53595 (telephone number 608-935-9341).

SELLING STOCKHOLDER

Gary C. Comer, the Selling Stockholder, is the founder of the Company and serves as the Chairman of the Board of Directors. Mr. Comer was the President of the Company from 1963 until 1989, and served as Chief Executive Officer from 1963 until 1990. As of the date of this Prospectus, Mr. Comer is the beneficial owner of 17,399,392 shares of Common Stock, constituting approximately 53.7 percent of the shares issued and outstanding. Assuming the sale of all 2,000,000 shares offered hereby and subject to any changes in the number of outstanding shares that may result from purchases of Common Stock by the Company from time to time, Mr. Comer will own 15,399,392 shares of Common Stock, constituting approximately 47.5 percent of the shares issued and outstanding.

USE OF PROCEEDS

The Selling Stockholder will receive all proceeds from the sale of shares registered hereunder, less any brokerage fees, commissions or discounts associated with the sales of Common Stock. The Company has agreed to pay registration, accounting, legal and other fees in connection with the offering, which are estimated to be \$100,000.

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DESCRIPTION OF CAPITAL STOCK

The following statements are subject to the detailed provisions of the Company's Certificate of Incorporation, as amended, and Amended and Restated By-Laws, do not purport to be complete and are qualified in their entirety by reference thereto.

PREFERRED STOCK

The authorized Preferred Stock consists of 5,000,000 shares, par value \$0.01 per share. The Board of Directors has the authority, without further approval by the shareholders, to designate and issue one or a series of Preferred Stock and to fix the dividend rights, voting rights, conversion rights (if any), redemption, provisions, liquidation preferences and other rights and restrictions applicable to each series, which could, among other things, adversely affect the voting power of the holders of the Common Stock and, under certain circumstances, make it more difficult for a third party to gain control of the Company. The Company has no current plans or agreements with respect to the issuance of any shares of Preferred Stock.

COMMON STOCK

The authorized Common Stock consists of 160,000,000 shares, par value \$0.01 per share, of which 32,408,830 shares were issued and outstanding as of February 10, 1997, by approximately 2,600 holders of record. At such date, approximately 2,500,000 shares, either authorized but unissued or Treasury shares, were available for issuance upon the exercise of stock options granted under the Company's stock option plan. Of such amount, options to purchase 1,150,400 shares of Common Stock (vested and unvested options) had been granted under the plan as of February 10, 1997.

Each holder of shares of Common Stock is entitled to one vote for each share in all matters to be voted on by shareholders. There are no cumulative voting rights, which means that the holders of shares entitled to exercise more than 50 percent of the voting rights are able to elect 100 percent of the directors to be elected in any year. The affirmative vote of the holders of two-thirds of the outstanding shares of Common Stock is required to amend the provisions of the Certificate of Incorporation regarding classification of the Board of Directors and limitation of directors' liability for breaches of fiduciary duty of care or to approve the dissolution of the Company, any merger or consolidation involving the Company or the sale, lease or exchange of all or substantially all of its assets.

Assuming the sale of all 2,000,000 shares offered hereby and subject to any changes in the number of outstanding shares that may result from purchases by the Company from time to time, Mr. Comer will own approximately 47.5 percent of the Common Stock, which is the Company's only class of voting securities outstanding. See "Selling Stockholder."

Dividends are payable to holders of Common Stock when, as and if declared by the Company's Board of Directors out of funds legally available therefor. In the event of any liquidation, dissolution or winding up of the Company, the holders of Common Stock will be entitled to receive a pro rata share of the net assets of the Company remaining after payment or provision for payment of the debts and other liabilities of the Company.

The outstanding Common Stock of the Company is legally issued, fully paid and nonassessable, except that under the Wisconsin Business Corporation Law as interpreted by the Supreme Court of Wisconsin, the shareholders of the Company, as shareholders of a corporation which is qualified to do business and which has a principal place of business in Wisconsin, shall in certain circumstances be personally liable to employees of the Company, in an amount up to the consideration paid for their shares, for all debts owing to such employees for services performed for the Company, but not exceeding six months' service in any one case.

The holders of Common Stock are not entitled to any preemptive rights.

In accordance with provisions of the General Corporation Law of Delaware, the Company's Certificate of Incorporation, as amended, eliminates, in certain circumstances, the personal liability of directors of the Company for breach of fiduciary duty of care as a director. This provision does not eliminate the liability of a director for such matters

as (i) a breach of the director's duty of loyalty to the Company or its shareholders, (ii) acts or actions by the director not in good faith or which involve intentional misconduct or a knowing violation of law and (iii) transactions from which the director derived an improper personal benefit.

Section 203 of the General Corporation Law of the State of Delaware prevents an "interested shareholder" (generally, a person owning 15 percent or more of a corporation's outstanding voting stock) from engaging in a "business combination" with a publicly-held Delaware corporation for three years following the date such person became an interested shareholder unless (i) before such person became an interested shareholder, the board of directors of the corporation approved the transaction in which the interested shareholder became an interested shareholder or approved the business combination; (ii) upon consummation of the transaction that resulted in the interested shareholder's becoming an interested shareholder, the interested shareholder owned at least 85 percent of the voting stock of the corporation outstanding at the time the transaction commenced (excluding stock held by directors who are also officers of the corporation and by certain employee stock plans); or (iii) following the transaction in which such person became an interested shareholder, the business combination was approved by the board of directors of the corporation and authorized at a meeting of shareholders by the affirmative vote of the holders of two-thirds of the outstanding voting stock of the corporation not owned by the interested shareholder. A "business combination" includes mergers, stock or asset sales and other transactions resulting in a financial benefit to the interested stockholder.

The registrar and transfer agent for the Common Stock is Firststar Trust Company, Milwaukee, Wisconsin 53202.

PLAN OF DISTRIBUTION

The Selling Stockholder may sell shares of Common Stock registered hereunder for his own account from time to time in one or more transactions on or after the date hereof. The aggregate proceeds to the Selling Stockholder from sales of the Common Stock offered hereby will be the purchase price of such Common Stock, less any brokerage commissions or discounts. The Company will not receive any of the proceeds from this offering.

Sales of Common Stock by the Selling Stockholder may be made from time to time, as market conditions permit, by any of the following means, or any combination thereof, using Salomon Brothers Inc or such other broker-dealer as may enter into arrangements with the Selling Stockholder from time to time (hereafter referred to as the "Broker-Dealer"): (i) ordinary brokerage transactions on the New York Stock Exchange and transactions in which the Broker-Dealer solicits purchasers; (ii) block trades in accordance with the rules of the New York Stock Exchange in which the Broker-Dealer may attempt to sell the shares as agent but may position and resell all or a portion of the block as principal to facilitate the transactions; (iii) "off-board" secondary distributions, exchange distributions or special offerings in accordance with the rules of the New York Stock Exchange in which the Broker-Dealer may act as principal or agent; (iv) sales to the Broker-Dealer in which such Broker-Dealer purchases the shares as principal and resells such shares for its own account pursuant to a Prospectus Supplement; (v) sales "at the market" to or through a market maker or into an existing trading market, on an exchange or otherwise, for such shares; and (vi) sales in other ways not involving market makers or established trading markets, including direct sales to institutions or individual purchasers. The shares of Common Stock are expected to be sold at prices prevailing at the time of sale, and it is anticipated that the offering prices will not exceed the last reported sale price for the Common Stock of the Company on the New York Stock Exchange immediately prior to the determination thereof. The Broker-Dealer will receive such brokerage commissions or other compensation as may be negotiated with the Selling Stockholder immediately prior to the sale. Such commissions or other compensation are not expected to exceed those customary in the types of transactions involved. The Broker-Dealer may also receive compensation from purchasers of the shares which is not expected to exceed that customary in the types of transactions involved.

In connection with the sale of Common Stock offered hereby, the Broker-Dealer may be deemed to be an underwriter within the meaning of the Securities Act, in which event the brokerage commissions or discounts received by it may be deemed to be underwriting compensation. To the extent required by the Securities Act, additional information relating to the specific shares offered, the price at which such shares are offered and the particular selling arrangements, if any, made with any Broker-Dealer in connection therewith (including any

applicable commission or discounts) will be set forth in an accompanying Prospectus Supplement or, if appropriate, a post-effective amendment to the Registration Statement of which this Prospectus is a part. The Company has agreed to indemnify Salomon Brothers Inc against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments that Salomon Brothers Inc may be required to make in respect thereof.

As a Director of the Company, the Selling Stockholder is subject to the Company's Statement of Corporate Policy Regarding Transactions in Securities (the "Statement"), which may be amended from time to time by the Board of Directors of the Company in its sole discretion. The Statement governs certain purchases or sales of securities issued by the Company, including the Common Stock, made by directors, officers, employees or agents of the Company, and provides, among other things, that no officer or director may purchase or sell any security issued by the Company, except (a) during a Window Period (as defined below), (b) in cases of material hardship, with the prior approval of (i) at least one of the Chairman, any Vice-Chairman or the President, and (ii) the General Counsel, or (c) pursuant to a public securities offering that has been registered by the Company under the Securities Act. The Window Period for sales under the Statement begins on the third business day following (a) the date of release of for publication of the Company's summary statements of sales and earnings for each fiscal year, and for each of the first and second fiscal quarters, and (b) the date of release of the Company's summary sales and earnings for the first 47 weeks of its fiscal year (or comparable eleven-month period), and extends for fifteen business days thereafter, ending on the seventeenth business day following such dates. Although the Statement does not by its terms apply to sales of stock pursuant to a registration statement, the Selling Stockholder has agreed that sales of the Common Stock offered hereby will be made only from time to time consistent with the Statement, as amended from time to time.

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LEGAL MATTERS

The validity of the shares of Common Stock offered hereby and certain other legal matters will be passed upon for the Company and the Selling Stockholder by Kirkland & Ellis, a partnership including professional corporations, Chicago, Illinois. The professional corporations of Howard G. Krane, a director of the Company, and Robert S. Osborne, Secretary of the Company, are partners in the law firm of Kirkland & Ellis. Mr. Krane directly or indirectly owns 20,000 shares of Common Stock of the Company.

EXPERTS

The consolidated financial statements and schedule incorporated by reference in this Prospectus and elsewhere in the Registration Statement have been audited by Arthur Andersen LLP, independent public accountants, as indicated in their reports with respect thereto, and are included herein in reliance upon the authority of said firm as experts in giving said reports.

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No dealer, salesperson or other individual has been authorized to give any information or to make any representation not contained in this Prospectus, and if given or made, such information or representation must not be relied upon as having been authorized by the Company or the Selling Stockholder. This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy the Common Stock offered hereby in any jurisdiction where, or to any person to whom, it is unlawful to make such offer or solicitation. Neither the delivery of this Prospectus nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the facts set forth in this Prospectus or in the affairs of the Company since the date hereof or since the dates as of which information is set forth herein.

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2,000,000 SHARES

[LANDS' END LOGO]

COMMON STOCK

PROSPECTUS

FEBRUARY , 1997
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PART II - INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION.

The following is a statement of estimated expenses of the issuance and distribution of the securities being registered (other than brokerage fees and commissions), all of which are being paid by the Company:

Securities and Exchange Commission Registration Fee..	\$ 17,083
Accounting Fees and Expenses.....	20,000
Legal Fees and Expenses.....	50,000
Miscellaneous Expenses.....	12,917

Total.....	\$100,000
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All of the above, other than the SEC Registration fee, is estimated.

ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145 of the General Corporation Law of the State of Delaware (the "Delaware Law") permits indemnification of directors, employees and agents of corporations under certain conditions and subject to certain limitations. Pursuant to the Delaware Law, the Company has included in Article V of its Amended and Restated By-Laws (Exhibit 4.4) a provision to indemnify its directors and officers to the fullest extent permitted by Section 145. The Company believes that its charter and bylaw provisions are necessary to attract

and retain qualified persons as directors and officers.

The Company's Certificate of Incorporation, as amended, pursuant to Section 102(b)(7) of the Corporation Law, eliminates the personal liability of directors of the Company for breaches of fiduciary duty, except in certain circumstances.

The Company has purchased a comprehensive directors' and officers' liability insurance policy.

ITEM 16. EXHIBITS.

See Index to Exhibits.

ITEM 17. UNDERTAKINGS.

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes

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in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (i) and (ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement;

(2) That, for the purpose of determining any liability under the Securities Act 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies it has reasonable grounds to believe that it meets all the requirements for filing on Form S-3 and has 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 12th day of February, 1997.

LANDS' END, INC.

By: /s/ Bradley K. Johnson

Name: Bradley K. Johnson
Title: Senior Vice President and
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael J. Smith, Bradley K. Johnson and Donald R. Hughes, 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 by the following persons in the capacities and on the dates indicated:

SIGNATURE

CAPACITY

DATE

/s/ Michael J. Smith

President, Chief Executive Officer

February 12, 1997

----- Michael J. Smith	and Director (principal executive officer)	
/s/ Bradley K. Johnson ----- Bradley K. Johnson	Senior Vice President and Chief Financial Officer (principal financial and accounting officer)	February 12, 1997

SIGNATURE -----	CAPACITY -----	DATE ----
/s/ Gary C. Comer ----- Gary C. Comer	Chairman of the Board and Director	February 12, 1997
/s/ Richard C. Anderson ----- Richard C. Anderson	Vice Chairman of the Board and Director	February 12, 1997
/s/ William E. Ferry ----- William E. Ferry	Vice Chairman of Sales and Director	February 12, 1997
/s/ David B. Heller ----- David B. Heller	Director	February 12, 1997
/s/ Howard G. Krane ----- Howard G. Krane	Director	February 12, 1997
/s/ John N. Latter ----- John N. Latter	Director	February 12, 1997

INDEX TO EXHIBITS

EXHIBIT NUMBER -----	EXHIBIT -----	SEQUENTIALLY NUMBERED PAGE ----
4.1	Certificate of Incorporation of the Company, as amended through October 3, 1986.....	(1)
4.2	Amendment to Certificate of Incorporation of the Company, dated August 10, 1987(4).....	
4.3	Amendment to Certificate of Incorporation of the Company, dated May 19, 1994(4).....	
4.4	Amended and Restated By-laws of the Company(4).....	
4.5	Form of certificate representing shares of Common Stock(4).....	
4.6	First Amendment to the Lands' End Retirement Plan.....	(2)
5.1	Opinion of Kirkland & Ellis.....	
23.1	Consent of Kirkland & Ellis (included in Exhibit 5.1).....	
23.2	Consent of Arthur Andersen LLP.....	
24.1	Power of Attorney.....	(3)

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- (1) Incorporated by reference to the respective exhibit to the Company's Registration Statement on Form S-1 (Reg. No. 33-08217).
 - (2) Incorporated by reference to the respective exhibit to the Company's Registration Statement on Form S-8 filed October 1995.
 - (3) Included in Signature pages on II-3 and II-4.

(4) Denotes exhibit previously filed in paper and restated in electronic format pursuant to Rule 102(a) of Regulation S-T.

CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF INCORPORATION
OF
LANDS' END, INC.

* * * * *

Adopted in accordance with Section 242
of the General Corporation Law
of the State of Delaware

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Richard C. Anderson and Robert S. Osborne, being the Vice President and Secretary, respectively, of Lands' End, Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), do hereby certify as follows:

FIRST: The Board of Directors of the Corporation adopted the resolution set forth below proposing an amendment to the Certificate of Incorporation of the Corporation (the "Amendment") dated June 24, 1987 and directed that the Amendment be submitted to the stockholders of the Corporation for their consideration and approval:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by deleting the first paragraph of ARTICLE FOURTH and substituting therefor the following:

The total number of shares of stock which the Corporation has authority to issue is 35,000,000 shares, of which 5,000,000 shares shall be designated Serial Preferred Stock, par value \$.01 per share and 30,000,000 shares shall be Common Stock, par value \$.01 per share.

Each share of Common Stock, par value \$.01 per share, issued at the time this amendment becomes effective is hereby changed into two shares of Common Stock, par value \$.01 per share.

SECOND: The Amendment was duly adopted in accordance with Section 228 of the General Corporation Law of the State of Delaware by the holders of two-thirds (2/3) of the issued and outstanding common stock of the Corporation entitled to vote by

written consent dated July 20, 1987 and written notice has been given to the holders of the issued and outstanding Common Stock of the Corporation entitled to vote which have not consented in writing.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by Gary C. Comer, its President, and Robert S. Osborne, its Secretary, this 10th day of August, 1987.

LANDS' END, INC.

By: /s/ Richard C. Anderson

Richard C. Anderson,
Vice President

ATTEST:

By: /s/ Robert S. Osborne

Robert S. Osborne
Secretary

CERTIFICATE OF AMENDMENT
CERTIFICATE OF INCORPORATION
OF
LANDS' END, INC.

Adopted in accordance with the
provisions of Section 242 of the
General Corporation Law
of the State of Delaware

* * * * *

William T. End and Robert S. Osborne, being the President and Secretary of Lands' End, Inc., a corporation organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), do hereby certify as follows:

FIRST: The Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") is hereby amended by deleting the first paragraph of ARTICLE FOURTH and substituting in lieu thereof the following:

"The total number of shares of stock which the Corporation has authority to issue is 165,000,000 shares, of which 5,000,000 shares shall be designated Serial Preferred Stock, par value \$.01 per share, and 160,000,000 shares shall be Common Stock, par value \$.01 per share."

SECOND: The Board of Directors of the Corporation approved the foregoing amendment pursuant to the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware and directed that the amendment be submitted to the stockholders of the Corporation for their consideration and approval.

THIRD: The stockholders of the Corporation approved the foregoing amendment pursuant to the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

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IN WITNESS WHEREOF, the undersigned, being the President and Secretary hereinabove named, for the purpose of amending the Certificate of Incorporation of the Corporation pursuant to the General Corporation Law of the State of Delaware, under penalties of perjury do each hereby declare and certify that this is the act and deed of the Corporation and the facts stated herein are true, and accordingly have hereunto signed this Certificate of Amendment of Certificate of Incorporation this 18th day of May, 1994.

LANDS' END, INC.

/s/ William T. End

William T. End, President

ATTEST:

/s/ Robert S. Osborne

Robert S. Osborne, Secretary

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AMENDED AND RESTATED

BY-LAWS

OF
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LANDS' END, INC.

A Delaware Corporation

ARTICLE I

OFFICES

Section 1. Registered Office. The registered office of the corporation in the State of Delaware shall be at The Prentice-Hall Corporation System, Inc., 32 Lookerman Square, Suite L-100, Dover, Delaware 19901. The name of the corporation's registered agent at such address shall be The Prentice-Hall Corporation System, Inc.

Section 2. Other Offices. The corporation may also have offices at such other places, both within and without the State of Delaware, as the board of directors may from time to time determine or the business of the corporation may require.

ARTICLE II

MEETINGS OF STOCKHOLDERS

Section 1. Place and Time of Meetings. An annual meeting of the stockholders shall be held each year for the purpose of electing directors and conducting such other business as may come before the meeting. The date, time and place of the annual meeting shall be determined by the chairman of the board of the corporation and if he does not act, the president of the corporation shall determine the date of such meeting and if he does not act, the board of directors shall determine the date of such meeting. Special meetings of stockholders for any other purpose may be held at such time and place, within or without the State of Delaware, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof. Special meetings of the stockholders may be called by the chairman of the board or the president for any purpose and shall be called by the secretary if directed by the board of directors.

Section 2. Notice. Written or printed notice of every annual or special meeting of the stockholders, stating the place, date, time, and, in the case of special meetings, the purpose or purposes, of such meeting, shall be given to each stockholder entitled to vote at such meeting not less than 10 nor more than 60 days before the date of the meeting. All such notices shall be delivered, either personally or by mail, by or at the direction of the board of directors, the chairman of the board, the president or the secretary, and if mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the stockholder at his address as it appears on the records of the corporation, with postage prepaid. A stockholder who is present at a meeting of the stockholders shall be conclusively presumed to have waived

notice of such meeting.

Section 3. Stockholders List. The officer having charge of the stock ledger of the corporation shall make, at least 10 days before every meeting of the stockholders, a complete list of the stockholders entitled to vote at such meeting arranged in alphabetical order, specifying the address of and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least 10 days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

Section 4. Quorum. The holders of a majority of the outstanding shares of capital stock, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders, except as otherwise provided by statute or by the certificate of incorporation. If a quorum is not present, the holders of the shares present in person or represented by proxy at the meeting, and entitled to vote thereat, shall have the power, by the affirmative vote of the holders of a majority of such shares, to adjourn the meeting to another time and/or place. Unless the adjournment is for more than thirty days or unless a new record date is set for the adjourned meeting, no notice of the adjourned meeting need be given to any stockholder, provided that the time and place of the adjourned meeting were announced at the meeting at which the adjournment was taken. At the adjourned meeting, the corporation may transact any business which might have been transacted at the original meeting.

Section 5. Vote Required. When a quorum is present or represented by proxy at any meeting, the vote of the holders of a majority of the shares present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provisions of an applicable

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law or of the certificate of incorporation a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 6. Voting Rights. Except as otherwise provided by the General Corporation Law of the State of Delaware, by the certificate of incorporation of the corporation or any amendments thereto or any resolutions adopted by the board of directors providing for the issuance of Preferred Stock, and subject to Section 3 of Article VI hereof, every holder of common stock shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share of common stock held by such stockholder, except that no proxy shall be voted after three years from its date, unless such proxy provides for a longer period.

Section 7. Informal Action. Any action required to be taken at any annual or special meeting of stockholders of the corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing. Any action taken pursuant to such written consent of the stockholders shall have the same force and effect as if taken by the stockholders at a meeting thereof.

Section 8. Notice of Business. At any annual meeting of the stockholders, only such business shall be conducted as shall have been brought before the meeting (i) by or at the direction of the board of directors, (ii) by any stockholder of the corporation who is entitled to vote with respect thereto and who complies with the notice procedures set forth in this Section 8 or (iii) otherwise as specifically required by these by-laws or applicable law. For business to be properly brought before an annual meeting by a stockholder, the stockholder must have given timely notice thereof in writing to the secretary of the corporation. To be timely, a stockholder's notice must be delivered or mailed to and received at the principal executive offices of the corporation not

less than 10 business days prior to the date of the annual meeting. A stockholder's notice to the secretary shall set forth as to each matter such stockholder proposes to bring before the annual meeting (i) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (ii) the name and address, as they appear on the corporation's books, of the stockholder proposing such business, (iii) the class and number of shares of the corporation's capital stock that are beneficially owned by such stockholder and (iv) any material interest of such stockholder in

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such business. The officer of the corporation or other person presiding over the annual meeting shall, if the facts so warrant, determine and declare to the meeting that business was not properly brought before the meeting in accordance with the provisions of this Section 8 and any such business shall not be transacted. At any special meeting of the stockholders, only such business shall be conducted as shall have been brought before the meeting by or at the direction of the board of directors or otherwise as specifically required by these by-laws or applicable law.

Section 9. Nomination of Directors. Only persons who are nominated in accordance with the procedures set forth in this Section 9 shall be eligible for election as directors. Nominations of persons for election to the board of directors of the corporation may be made at a meeting of stockholders at which directors are to be elected only (i) by or at the direction of the board of directors or (ii) by any stockholder of the corporation entitled to vote for the election of directors at the meeting who complies with the notice procedures set forth in this Section 9. Such nominations, other than those made by or at the direction of the board of directors, shall be made by timely notice in writing to the secretary of the corporation. To be timely, a stockholder's notice shall be delivered or mailed to and received at the principal executive offices of the corporation not less than 10 business days prior to the date of the meeting. Such stockholder's notice shall set forth (i) as to each person whom such stockholder proposes to nominate for election or re-election as a director, all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); and (ii) as to the stockholder giving the notice (x) the name and address, as they appear on the corporation's books, of such stockholder and (y) the class and number of shares of the corporation's capital stock that are beneficially owned by such stockholder. At the request of the board of directors any person nominated by the board of directors for election as a director shall furnish to the secretary of the corporation that information required to be set forth in a stockholder's notice of nomination which pertains to the nominee. No person shall be eligible for election as a director of the corporation unless nominated in accordance with the provisions of this Section 9. The officer of the corporation or other person presiding at the meeting shall, if the facts so warrant, determine and declare to the meeting that a nomination was not made in accordance with such provisions and any such defective nomination shall be disregarded.

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ARTICLE III

DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by or under the direction of the board of directors.

Section 2. Number, Election and Term of Office. The initial board of directors shall consist of six members. Thereafter, the number of directors constituting the board of directors shall be fixed from time to time by resolution passed by a majority of the whole board by or in the manner provided in these by-laws, but shall not be less than three. The directors shall be divided into three classes, as nearly equal in number as may be, the term of office of those of the first class to expire at the annual meeting of

stockholders next ensuing after the organizational meeting of the incorporator to elect directors, the term of office of those of the second class to expire one year thereafter, and the term of office of those of the third class to expire one year thereafter. At each annual election, directors elected to succeed those whose terms expire shall be elected for a term of office to expire at the third annual meeting of stockholders after their election.

Section 3. Removal. Any director or the entire board of directors may be removed at any time, with or without cause, by the holders of a majority of the shares of stock of the corporation then entitled to vote at an election of directors, except as otherwise provided by law.

Section 4. Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office though less than a quorum, and each director so chosen shall hold office for a term expiring at the annual meeting of stockholders at which the term of office of the class to which such director has been elected expires and until a successor is duly elected and qualified or until such director's earlier death, resignation or removal as hereinafter provided.

Section 5. Annual Meetings. The annual meeting of each newly elected board of directors shall be held without other notice than this by-law immediately after, and at the same place as, the annual meeting of stockholders.

Section 6. Other Meetings and Notice. Regular meetings, other than the annual meeting, of the board of directors may be held without notice at such time and at such place as shall from time to time be determined by resolution of the board of directors. Special meetings of the board of directors may be called by or at the request of the chairman of the board or the president on at

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least 24 hours notice to each director, either personally, by telephone, by mail, or by telegraph; in like manner and on like notice, the chairman of the board or the president must call a special meeting on the written request of a majority of directors.

Section 7. Quorum. A majority of the total number of directors shall constitute a quorum for the transaction of business. The vote of a majority of directors present at a meeting at which a quorum is present shall be the act of the board of directors. If a quorum shall not be present at any meeting of the board of directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 8. Committees. The board of directors may, by resolution passed by a majority of the whole board, designate one or more committees, each committee to consist of one or more of the directors of the corporation, which to the extent provided in such resolution shall have and may exercise the powers of the board of directors in the management and affairs of the corporation except as otherwise limited by statute. The board of directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the board of directors. Each committee shall keep regular minutes of its meetings and report the same to the board of directors when required.

Section 9. Committee Rules. Each committee of the board of directors may fix its own rules of procedure and shall hold its meetings as provided by such rules, except as may otherwise be provided by the resolution of the board of directors designating such committee, but in all cases the presence of at least a majority of the members of such committee shall be necessary to constitute a quorum. In the event that a member and that member's alternate, if alternates are designated by the board of directors as provided in Section 8 of this Article III, of such committee is/are absent or disqualified, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in place of any such absent or disqualified member.

Section 10. Audit Committee. The audit committee shall consist of not fewer than two members of the board of directors as from time to time

appointed by resolution of the board of directors. No member of the board of directors who is also an employee of the corporation shall be eligible to serve on the audit committee. The audit committee shall review and, as it shall deem appropriate, recommend to the board of directors internal accounting and financial controls of the corporation and accounting principles and auditing practices and procedures employed in the

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preparation of financial statements of the corporation and the review thereof of independent public accountants for the corporation. The audit committee shall make recommendations to the board of directors concerning the engagement of independent public accountants to audit the annual financial statements of the corporation and the scope of the audit to be undertaken by such accountants.

Section 11. Compensation Committee. The compensation committee shall consist of not fewer than two members of the board of directors as from time to time appointed by resolution of the board of directors. No member of the board of directors who is also an employee of the corporation shall be eligible to serve on the compensation committee. The compensation committee shall review and, as it deems appropriate, recommend to the chief executive officer and the board of directors policies, practices and procedures relating to the compensation of managerial employees and the establishment and administration of employee benefit plans, shall have and exercise all authority under any employee stock option plans of the corporation as the committee therein designated to administer such plans (unless the board of directors by resolution appoints any other committee to exercise such authority), and shall otherwise advise and consult with the president and chief operating officer as may be requested regarding managerial personnel policies.

Section 12. Limitation of Liability. To the extent provided in the Certificate of Incorporation and permitted by law, no director of the corporation shall be personally liable for damages to the corporation or its stockholders arising from any breach of fiduciary duty owed to the corporation or its stockholders.

Section 13. Communications Equipment. Members of the board of directors or any committee of the board of directors may participate in and act at any meeting of such board or committee by means of a conference telephone or other similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 14. Waiver of Notice and Presumption of Assent. A director of the corporation (or a member of a committee) who is present at a meeting of the board of directors (or a committee thereof, as the case may be) at which action on any corporate matter is taken shall be conclusively presumed to have waived notice of such meeting and assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of

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the meeting. Such right to dissent shall not apply to a director or committee member who expressly waived notice or who voted in favor of such action, as the case may be.

Section 15. Informal Action. Any action required or permitted to be taken at any meeting of the board of directors, or of any committee thereof, may be taken without a meeting if all members of the board of directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board of directors or committee.

ARTICLE IV

OFFICERS

Section 1. Number. The officers of the corporation shall be elected by the board of directors and shall consist of a chairman of the board, a vice chairman, a president, a chief operating officer, a chief financial officer, an executive vice president and one or more vice-presidents, a secretary, a treasurer, and such other officers and assistant, vice or deputy officers as may be deemed necessary or desirable by the board of directors. Any number of offices may be held by the same person, except that neither the chairman of the board nor the president shall also hold the office of secretary. In its discretion, the board of directors may choose not to fill any office for any period as it may deem advisable, except that any vacancy in the offices of chairman of the board, president and secretary shall be filled as soon as is practicable.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the board of directors at the first meeting of the board of directors held after each annual meeting of stockholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Each officer shall hold office until the next annual meeting of the board of directors and until a successor is duly elected and qualified or until his earlier death, resignation or removal as hereinafter provided.

Section 3. Removal. Any officer or agent elected by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may

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be filled by the board of directors for the unexpired portion of the term by the board of directors then in office.

Section 5. Compensation. Compensation of all officers shall be fixed by the board of directors, and no officer shall be prevented from receiving such compensation by virtue of the fact that he is also a director of the corporation.

Section 6. Chairman of the Board. The chairman of the board shall, unless otherwise determined by the board of directors, be the chief executive officer of the corporation, and shall have the powers and perform the duties incident to that position. Subject to the board of directors, the chief executive officer shall be in general and active charge of the entire business and affairs of the corporation, and shall be its chief policy-making officer. The chairman of the board shall preside at all meetings of the board of directors and stockholders and shall have such other powers and perform such other duties as may be prescribed by the board of directors or as provided in these by-laws. Whenever the president is unable to serve, by reason of sickness, absence or otherwise, the chairman of the board shall perform all the duties and responsibilities and exercise all powers of the president.

Section 7. Vice Chairman. Whenever the chairman of the board is unable to serve, by reason of sickness, absence or otherwise, the vice chairman shall have the powers and perform the duties of the chairman of the board. The vice chairman shall have such other powers and perform such other duties as may be prescribed by the chairman of the board or the board of directors or as may be provided in these by-laws.

Section 8. President. Whenever the chairman and the vice chairman of the board are unable to serve, by reason of sickness, absence or otherwise, the president shall have the powers and perform the duties of the chairman of the board. If so determined by the board of directors, the president shall be the chief executive officer of the corporation and shall have the power and perform the duties incident to that position. The president shall have such other powers and perform such other duties as may be prescribed by the chairman of the board or the board of directors or as may be provided in these by-laws. The

president shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation.

Section 9. Chief Operating Officer. The chief operating officer of the corporation, subject to the board of directors, shall have general and active management of the business of the corporation, and shall see that all orders and resolutions of the board of directors are carried into effect. The chief operating

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officer shall have such other powers and perform such other duties as may be prescribed by the chairman of the board or the board of directors or as may be provided in these by-laws.

Section 10. Chief Financial Officer. The chief financial officer of the corporation shall, under the direction of the chief executive officer, be responsible for all financial and accounting matters and for the direction of the offices of treasurer and controller. Such officer shall have such other powers and shall perform such other duties as the board of directors may from time to time prescribe or the chief executive officer may from time to time delegate to him.

Section 11. Vice Presidents. The vice president, or if there shall be more than one, the executive vice president and then the other vice presidents in the order determined by the board of directors, shall, in the absence or disability of the president or chief operating officer, perform the duties and exercise the powers of the president and shall perform such other duties and have such other powers as the board of directors may, from time to time, determine or these bylaws may prescribe.

Section 12. Secretary and Assistant Secretaries. The secretary shall attend all meetings of the board of directors and all meetings of the stockholders and record all the proceedings of the meetings of the corporation and of the board of directors in a book to be kept for that purpose and shall perform like duties for the standing committees or other committees of the board of directors when required. The secretary shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the board of directors; perform such other duties as may be prescribed by the board of directors, chairman of the board or president, under whose supervision he shall be; shall have custody of the corporate seal of the corporation and authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his signature or by the signature of any assistant secretary. The board of directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by his signature. The assistant secretary, or if there be more than one, the assistant secretaries in the order determined by the board of directors, shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

Section 13. The Treasurer and Assistant Treasurer. The treasurer shall have the custody of the corporate funds and securities; shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation; shall deposit all monies and other valuable effects in the name and to the credit of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements; and shall render to

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the chairman of the board, the president and the board of directors, at its regular meeting or when the board of directors so requires, an account of the corporation. If required by the board of directors, the treasurer shall give the corporation a bond in such sums and with such surety or sureties as shall be satisfactory to the board of directors for the faithful performance of the duties of the office of treasurer and for the restoration to the corporation, in case of death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in the possession or under the control of the treasurer belonging to the corporation. The assistant treasurer, or if there shall be more than one, the assistant

treasurers in the order determined by the board of directors, shall in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

Section 14. Other Officers, Assistant Officers and Agents. Officers and assistant, vice or deputy officers and agents, if any, other than those whose duties are provided for in these bylaws, shall have such authority and perform such duties as may from time to time be prescribed by resolution of the board of directors.

ARTICLE V

INDEMNIFICATION OF OFFICERS, DIRECTORS AND OTHERS

Section 1. Directors and Officers. The corporation shall, to the fullest extent to which it is empowered to do so by the General Corporation Law of the State of Delaware, or any other applicable laws, as from time to time in effect, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against all expenses (including attorneys' fees and out-of-pocket expenses), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding. Any director, officer or employee of the corporation who is or was serving as a director or officer of a subsidiary of the corporation or of any entity in which the corporation holds an equity interest shall be deemed to serve in such capacity at the request of the corporation.

Section 2. Expenses. Expenses incurred by any person described in the preceding paragraph in defending a civil or criminal action, suit or proceeding described therein shall be paid

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by the corporation in advance of the final disposition of such action, suit or proceeding unless otherwise determined by the board of directors in the specific case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount in the event that it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this Article V.

Section 3. Contract Rights. The provisions of this Article V shall be deemed to be a contract between the corporation and each director or officer who serves in any such capacity at any time while this Article V and the relevant provisions of the General Corporation Law of the State of Delaware or other applicable law, if any, are in effect, and any repeal or modification of this Article V or any such law shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

Section 4. Employees and Agents. Persons who are not covered by the foregoing provisions of this Article V and who are or were employees or agents of the corporation, or are or were serving at the request of the corporation as employees or agents of another corporation, partnership, joint venture, trust or other enterprise, may be indemnified to the extent authorized at any time or from time to time by the board of directors.

Section 5. Article Not Exclusive. The indemnification provided by this Article V shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to actions in his official capacity and as to actions in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 6. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article V.

Section 7. Merger or Consolidation. For purposes of this Article V, references to "the corporation" shall include, in addition to the resulting or surviving corporation of a merger or consolidation, any constituent corporation (including any con-

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stituent of a constituent) absorbed in a merger or consolidation which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees and agents, so that any person who is or was a director, officer, employee, or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article V with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

ARTICLE VI

CERTIFICATES OF STOCK

Section 1. Form. Every holder of stock in the corporation shall be entitled to have a certificate, signed by, or in the name of the corporation by the chairman of the board, the president or a vice-president and the secretary or an assistant secretary of the corporation, certifying the number of shares owned by him in the corporation. Where a certificate is signed (1) by a transfer agent or an assistant transfer agent other than the corporation or its employee or (2) by a registrar, other than the corporation or its employee, the signature of any such chairman of the board, president, vice-president, secretary, or assistant secretary may be a facsimile. In case any officer or officers who have signed, or whose facsimile signature or signatures have been used on, any such certificate or certificates shall cease to be such officer or officers of the corporation whether because of death, resignation or otherwise before such certificate or certificates have been delivered by the corporation, such certificate or certificates may nevertheless be issued and delivered as though the person or persons who signed such certificate or certificates or whose facsimile signature or signatures have been used thereon had not ceased to be such officer or officers of the corporation. All certificates for shares shall be consecutively numbered or otherwise identified. The name of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the books of the corporation. All certificates surrendered to the corporation for transfer shall be cancelled, and no new certificate shall be issued in replacement until the former certificate for a like number of shares shall have been surrendered or cancelled, except as otherwise provided in Section 2 with respect to lost, stolen or destroyed certificates.

Section 2. Lost Certificates. The board of directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen, or destroyed, upon the

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making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen, or destroyed. When authorizing such issue of a new certificate or certificates, the board of directors may, in its discretion and

as a condition precedent to the issuance thereof, require the owner of such lost, stolen, or destroyed certificate or certificates, or his legal representative, to give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

Section 3. Fixing a Record Date. The board of directors may fix in advance a date, not more than sixty nor less than ten days preceding the date of any meeting of stockholders, or the date for the payment of any dividend, or the date for the allotment of rights, or the date when any change or conversion or exchange of capital stock shall go into effect, or a date in connection with obtaining any consent, as a record date for the determination of the stockholders entitled to notice of, and to vote at, any such meeting, and any adjournment thereof, or entitled to receive payment of any such dividend, or to any such allotment of rights, or to exercise the rights in respect to any such change, conversion, or exchange of capital stock, or to give such consent, and in such case such stockholders and only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to such notice of, and to vote at, such meeting and any adjournment thereof, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, or to give such consent, as the case may be notwithstanding any transfer of any stock on the books of the corporation after any such record date fixed as aforesaid. If no record date is fixed, the time for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. The time for determining stockholders for any other purpose shall be at the close of business on the date on which the board of directors adopts the resolution relating thereto. A determination of stockholders entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the board of directors may fix a new record date for the adjourned meeting.

Section 4. Registered Stockholders. The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of the other person, whether or not it shall have express or other notice

thereof, except as otherwise provided by the laws of the State of Delaware.

ARTICLE VII

GENERAL PROVISIONS

Section 1. Dividends. Dividends upon the capital stock of the corporation, subject to the provisions of the certificate of incorporation, if any, may be declared by the board of directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock of the corporation, subject to the provisions of the certificate of incorporation. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the directors shall think in the best interest of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

Section 2. Checks. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

Section 3. Fiscal Year. The fiscal year of the corporation shall end on January 31 of each year unless another period shall be fixed by resolution of the board of directors.

Section 4. Seal. The corporate seal shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Delaware." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 5. Securities Owned By Corporation. Voting securities in any other corporation held by the corporation shall be voted by the president, unless the board of directors specifically confers authority to vote with respect thereto, which may be general or confined to specific instances, upon some other person or officer. Any person authorized to vote securities shall have the power to appoint proxies, with general power of substitution.

Section 6. Amendments. These by-laws may be amended, altered, or repealed and new by-laws adopted at any meeting of the board of directors by a majority vote. The fact that the power to adopt, amend, alter, or repeal the bylaws has been conferred upon

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the board of directors shall not divest the stockholders of the same powers.

Section 7. Section Headings. Section headings in these by-laws are for convenience of reference only and shall not be given any substantive effect in limiting or otherwise construing any provision herein.

Section 8. Inconsistent Provisions. In the event that any provision of these bylaws is or becomes inconsistent with any provision of the Certificate of Incorporation, the General Corporation Law of the State of Delaware or any other applicable law, the provision of these bylaws shall not be given effect to the extent of such inconsistency but shall otherwise be given full force and effect.

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under Uniform Gifts to Minors
Act _____
(State)

Additional abbreviations may also be used though not in the above list.

For value received, _____ hereby sell, assign and transfer
unto

Please insert social security or other
identifying number of assignee

(Please Print or Typewrite Name and Address, including Zip Code of Assignee)

_____ shares of the stock
represented by the within Certificate, and do hereby irrevocably constitute and
appoint

_____ Attorney to transfer
the said stock on the books of the within named Corporation with full power of
substitution in the premises.

Dated _____

NOTICE: The signature to this Assignment must correspond with the name as
written upon the face of the certificate in every particular, without
alteration or enlargement or any change whatever.

[KIRKLAND & ELLIS LETTERHEAD]

To Call Writer Direct:
312 861-2000

February 12, 1997

Lands' End, Inc.
Lands' End Lane
Dodgeville, WI 53595

Re: Lands' End, Inc.
Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as special counsel to Lands' End, Inc. (the "Company") in connection with the proposed registration by the Company of up to 2,000,000 shares of the Company's Common Stock, par value \$.01 per share (the "Shares"), pursuant to a Registration Statement on Form S-3 filed with the Securities and Exchange Commission (the "Commission") 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 opinions contained in this letter (herein called "our opinions") are based exclusively upon Section 180.0622 (formerly numbered Section 180.40) of the Wisconsin Business Corporation Law and the General Corporation Law of the State of Delaware, each as now constituted. We express no opinion as to the applicability of, compliance with, or effect of any other law or governmental requirement with respect to the Company. For purposes of our opinions we have assumed without independent investigation that factual information supplied to us for purposes of our opinions is complete and accurate.

Based upon and subject to the foregoing, we hereby advise you that in our opinion:

- (1) The Company is a corporation existing and in good standing under the laws of the State of Delaware.

Lands' End, Inc.
January 9, 1997
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- (2) The shares are validly issued, fully paid and non-assessable, except for assessment pursuant to Section 180.0622 (formerly numbered as Section 180.40) of the Wisconsin Business Corporation Law, as interpreted by the Wisconsin Supreme Court, for liabilities of the Company to its employees.

For purposes of this letter we have relied without any independent verification upon (i) information contained in one or more certificates provided by the Delaware Secretary of State and (ii) factual information supplied to us by the Company. We have assumed without investigation that there has been no relevant change or development between the dates as of which the information cited in the preceding sentence was given and the date of this letter.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. We also consent to the reference to our firm under the heading "Legal Matters" in 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 thereunder.

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 law

set forth in Section 180.0622 (formerly numbered Section 180.40) of the Wisconsin Business Corporation Law or the present laws of the State of Delaware be changed by legislative action, judicial decision or otherwise.

Very truly yours,

KIRKLAND & ELLIS

CONSENT OF INDEPENDENT PUBLIC AUDITORS

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement of our reports dated March 8, 1996 included in (or incorporated by reference in) Lands' End, Inc.'s Form 10-K for the fiscal year ended February 2, 1996 and to all references to our Firm included in this Registration Statement.

Arthur Andersen LLP

Milwaukee, Wisconsin,
February 12, 1997