SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
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1. Name and Addres	ss of Reporting Perso <u>IES F</u>	n*	2. Issuer Name and Ticker or Trading Symbol LANDS' END, INC. [LE]		tionship of Reporting Pe all applicable) Director	rson(s) to Issuer 10% Owner
(Last) 1 LANDS' END	(First) LANE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/19/2017	X	Officer (give title below) EVP, COO &	Other (specify below) CFO
(Street) DODGEVILLE	WI	53595	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filir Form filed by One Re Form filed by More the Person	porting Person
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		4. Securities Disposed Of (5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	12/19/2017		М		4,226	Α	\$0 ⁽¹⁾	6,405	D	
Common Stock	12/19/2017		F		1,953 ⁽²⁾	D	\$19.7	4,452	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$0.0 ⁽¹⁾	12/19/2017		М			4,226	(3)	(3)	Common Stock	4,226	\$0	49,256 ⁽⁴⁾	D	

Explanation of Responses:

1. Each Restricted Stock Unit ("RSU") represented a contingent right to receive one share of common stock upon satisfaction of the vesting conditions.

2. Represents shares surrendered to the issuer for payment of the reporting person's tax withholding obligation incurred in connection with the vesting of RSUs on December 19, 2017.

3. This RSU award was granted on December 19, 2016, with vesting in two annual installments on December 19, 2017 (50%) and December 19, 2018 (50%).

4. Of the total number of RSUs, 12,940 vest in three annual installments on May 1, 2018 (25%), May 1, 2019 (25%) and May 1, 2020 (50%); 6,579 vest on May 1, 2018; 4,225 vest on December 19. 2018; 3,186 vest on May 2, 2018; 6,373 vest on May 2, 2019; and 15,953 vest in three installments on January 27, 2018 (25%), January 27, 2019 (25%) and January 27, 2020 (50%), subject in each case to the satisfaction of vesting conditions, including continued employment.

Remarks:

<u>/s/ James F. Gooch</u>

** Signature of Reporting Person

<u>12/21/2017</u> Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.