

---

---

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

---

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 19)\***

---

**Lands' End, Inc.**

(Name of Issuer)

**Common Stock**  
(Title of Class of Securities)

**51509F105**  
(CUSIP Number)

**Janice V. Sharry, Esq.**  
**Haynes and Boone, LLP**  
**2323 Victory Avenue, Suite 700**  
**Dallas, Texas 75219**  
**(214) 651-5000**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**October 31, 2017**  
(Date of Event which Requires Filing of this Statement)

---

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

---

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

---

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

---

|  |   |   |
|--|---|---|
| 1.   | Names of Reporting Persons.<br><b>ESL Partners, L.P.</b>  |   |
| 2.   | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |   |
| 3.   | SEC Use Only  |   |
| 4.   | Source of Funds (See Instructions)<br><b>OO</b>   |   |
| 5.   | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>                                |   |
| 6.   | Citizenship or Place of Organization<br><b>Delaware</b>   |   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person<br>With | 7.  | Sole Voting Power<br><b>6,268,035</b>         |
|  | 8.  | Shared Voting Power<br><b>0</b>               |
|  | 9.  | Sole Dispositive Power<br><b>6,268,035</b>    |
|  | 10.   | Shared Dispositive Power<br><b>15,711,019</b> |
| 11.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br><b>21,979,054</b>   |   |
| 12.  | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>                               |   |
| 13.  | Percent of Class Represented by Amount in Row (11)<br><b>68.5% (1)</b>  |   |
| 14.  | Type of Reporting Person (See Instructions)<br><b>PN</b>  |   |

(1) Based upon 32,095,021 shares of Common Stock outstanding as of August 31, 2017, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended July 28, 2017, that was filed by the Issuer with the Securities and Exchange Commission on September 1, 2017.

|  |   |                                      |
|--|---|--------------------------------------|
| 1.   | Names of Reporting Persons.<br><b>SPE I Partners, LP</b>  |                                      |
| 2.   | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |                                      |
| 3.   | SEC Use Only  |                                      |
| 4.   | Source of Funds (See Instructions)<br><b>OO</b>   |                                      |
| 5.   | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>                                |                                      |
| 6.   | Citizenship or Place of Organization<br><b>Delaware</b>   |                                      |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person<br>With | 7.  | Sole Voting Power<br><b>0</b>        |
|  | 8.  | Shared Voting Power<br><b>0</b>      |
|  | 9.  | Sole Dispositive Power<br><b>0</b>   |
|  | 10.   | Shared Dispositive Power<br><b>0</b> |
| 11.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br><b>0</b>  |                                      |
| 12.  | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>                               |                                      |
| 13.  | Percent of Class Represented by Amount in Row (11)<br><b>0.0%</b>   |                                      |
| 14.  | Type of Reporting Person (See Instructions)<br><b>PN</b>  |                                      |

|  |   |                                      |
|--|---|--------------------------------------|
| 1.   | Names of Reporting Persons.<br><b>SPE Master I, LP</b>  |                                      |
| 2.   | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |                                      |
| 3.   | SEC Use Only  |                                      |
| 4.   | Source of Funds (See Instructions)<br><b>OO</b>   |                                      |
| 5.   | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>                                |                                      |
| 6.   | Citizenship or Place of Organization<br><b>Delaware</b>   |                                      |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person<br>With | 7.  | Sole Voting Power<br><b>0</b>        |
|  | 8.  | Shared Voting Power<br><b>0</b>      |
|  | 9.  | Sole Dispositive Power<br><b>0</b>   |
|  | 10.   | Shared Dispositive Power<br><b>0</b> |
| 11.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br><b>0</b>  |                                      |
| 12.  | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>                               |                                      |
| 13.  | Percent of Class Represented by Amount in Row (11)<br><b>0.0%</b>   |                                      |
| 14.  | Type of Reporting Person (See Instructions)<br><b>PN</b>  |                                      |

|  |   |   |
|--|---|---|
| 1.   | Names of Reporting Persons.<br><b>RBS Partners, L.P.</b>  |   |
| 2.   | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |   |
| 3.   | SEC Use Only  |   |
| 4.   | Source of Funds (See Instructions)<br><b>OO</b>   |   |
| 5.   | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>                                |   |
| 6.   | Citizenship or Place of Organization<br><b>Delaware</b>   |   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person<br>With | 7.  | Sole Voting Power<br><b>6,268,035</b>         |
|  | 8.  | Shared Voting Power<br><b>0</b>               |
|  | 9.  | Sole Dispositive Power<br><b>6,268,035</b>    |
|  | 10.   | Shared Dispositive Power<br><b>15,711,019</b> |
| 11.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br><b>21,979,054</b>   |   |
| 12.  | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>                               |   |
| 13.  | Percent of Class Represented by Amount in Row (11)<br><b>68.5% (1)</b>  |   |
| 14.  | Type of Reporting Person (See Instructions)<br><b>PN</b>  |   |

(1) Based upon 32,095,021 shares of Common Stock outstanding as of August 31, 2017, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended July 28, 2017, that was filed by the Issuer with the Securities and Exchange Commission on September 1, 2017.

|  |   |   |
|--|---|---|
| 1.   | Names of Reporting Persons.<br><b>ESL Investments, Inc.</b>   |   |
| 2.   | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |   |
| 3.   | SEC Use Only  |   |
| 4.   | Source of Funds (See Instructions)<br><b>OO</b>   |   |
| 5.   | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>                                |   |
| 6.   | Citizenship or Place of Organization<br><b>Delaware</b>   |   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person<br>With | 7.  | Sole Voting Power<br><b>6,268,035</b>         |
|  | 8.  | Shared Voting Power<br><b>0</b>               |
|  | 9.  | Sole Dispositive Power<br><b>6,268,035</b>    |
|  | 10.   | Shared Dispositive Power<br><b>15,711,019</b> |
| 11.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br><b>21,979,054</b>   |   |
| 12.  | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>                               |   |
| 13.  | Percent of Class Represented by Amount in Row (11)<br><b>68.5% (1)</b>  |   |
| 14.  | Type of Reporting Person (See Instructions)<br><b>CO</b>  |   |

(1) Based upon 32,095,021 shares of Common Stock outstanding as of August 31, 2017, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended July 28, 2017, that was filed by the Issuer with the Securities and Exchange Commission on September 1, 2017.

|  |   |   |
|--|---|---|
| 1.   | Names of Reporting Persons.<br><b>Edward S. Lampert</b>   |   |
| 2.   | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |   |
| 3.   | SEC Use Only  |   |
| 4.   | Source of Funds (See Instructions)<br><b>PF</b>   |   |
| 5.   | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>                                |   |
| 6.   | Citizenship or Place of Organization<br><b>United States</b>  |   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person<br>With | 7.  | Sole Voting Power<br><b>21,979,054</b>        |
|  | 8.  | Shared Voting Power<br><b>0</b>               |
|  | 9.  | Sole Dispositive Power<br><b>6,268,035</b>    |
|  | 10.   | Shared Dispositive Power<br><b>15,711,019</b> |
| 11.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br><b>21,979,054</b>   |   |
| 12.  | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>                               |   |
| 13.  | Percent of Class Represented by Amount in Row (11)<br><b>68.5% (1)</b>  |   |
| 14.  | Type of Reporting Person (See Instructions)<br><b>IN</b>  |   |

(1) Based upon 32,095,021 shares of Common Stock outstanding as of August 31, 2017, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended July 28, 2017, that was filed by the Issuer with the Securities and Exchange Commission on September 1, 2017.

This Amendment No. 19 to Schedule 13D (this “Amendment”) relates to shares of common stock, par value \$0.01 per share (the “Common Stock”), of Lands’ End, Inc., a Delaware corporation (the “Issuer”). This Amendment amends the Schedule 13D, as previously amended, filed with the Securities and Exchange Commission by ESL Partners, L.P., a Delaware limited partnership (“Partners”), SPE I Partners, LP, a Delaware limited partnership (“SPE I”), SPE Master I, LP, a Delaware limited partnership (“SPE Master I”), RBS Partners, L.P., a Delaware limited partnership (“RBS”), ESL Investments, Inc., a Delaware corporation (“ESL”), and Edward S. Lampert, a United States citizen, by furnishing the information set forth below. Except as otherwise specified in this Amendment, all previous Items are unchanged. Capitalized terms used herein which are not defined herein have the meanings given to them in the Schedule 13D, as previously amended, filed with the Securities and Exchange Commission.

The Reporting Persons are filing this Amendment to report (i) open market purchases of shares of Common Stock by Mr. Lampert, (ii) a distribution of shares of Common Stock by SPE I on a *pro rata* basis to its partners, including to RBS, (iii) a distribution of shares of Common Stock by SPE Master I on a *pro rata* basis to its partners, including to RBS, and (iv) that both SPE I and SPE Master I ceased to beneficially own any shares of Common Stock.

**Item 3. Source and Amount of Funds or Other Consideration.**

Item 3 is hereby amended and supplemented as follows:

“In various open market purchases on October 31, 2017, and November 1, 2017, Mr. Lampert acquired an aggregate of 234,699 shares of Common Stock for aggregate consideration of approximately \$2,551,047 (excluding commissions) using personal funds.”

**Item 5. Interest in Securities of the Issuer.**

Item 5 is hereby amended and restated in its entirety as follows:

“(a)-(b) Each Reporting Person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities covered by this statement.

Each Reporting Person may be deemed to be a member of a group with respect to the Issuer or securities of the Issuer for the purposes of Section 13(d) or 13(g) of the Act. Each Reporting Person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, (i) acting (or has agreed or is agreeing to act) with any other person as a partnership, limited partnership, syndicate, or other group for the purpose of acquiring, holding, or disposing of securities of the Issuer or otherwise with respect to the Issuer or any securities of the Issuer or (ii) a member of any syndicate or group with respect to the Issuer or any securities of the Issuer.

As of the time of filing November 2, 2017, the Reporting Persons may be deemed to beneficially own the shares of the Common Stock of the Issuer set forth in the table below.

| <u>REPORTING PERSON</u> | <u>NUMBER OF SHARES BENEFICIALLY OWNED</u> | <u>PERCENTAGE OF OUTSTANDING SHARES</u> | <u>SOLE VOTING POWER</u> | <u>SHARED VOTING POWER</u> | <u>SOLE DISPOSITIVE POWER</u> | <u>SHARED DISPOSITIVE POWER</u> |
|-------------------------|--|---|--------------------------|----------------------------|-------------------------------|---------------------------------|
| ESL Partners, L.P.      | 21,979,054 (1)                             | 68.5%                                   | 6,268,035                | 0                          | 6,268,035                     | 15,711,019 (1)                  |
| SPE I Partners, LP      | 0  | 0.0%                                    | 0                        | 0                          | 0                             | 0                               |
| SPE Master I, LP        | 0  | 0.0%                                    | 0                        | 0                          | 0                             | 0                               |
| RBS Partners, L.P.      | 21,979,054 (1)(2)                          | 68.5%                                   | 6,268,035 (2)            | 0                          | 6,268,035 (2)                 | 15,711,019 (1)                  |
| ESL Investments, Inc.   | 21,979,054 (1)(2)                          | 68.5%                                   | 6,268,035 (2)            | 0                          | 6,268,035 (2)                 | 15,711,019 (1)                  |
| Edward S. Lampert       | 21,979,054 (1)(2)                          | 68.5%                                   | 21,979,054 (1)(2)        | 0                          | 6,268,035 (2)                 | 15,711,019 (1)                  |

- (1) This number includes 15,711,019 shares of Common Stock held by Mr. Lampert. Partners has entered into the Lock-Up Agreement with Mr. Lampert that restricts the purchase and sale of securities owned by Mr. Lampert. Pursuant to the Lock-Up Agreement, Partners may be deemed to have shared dispositive power over, and to indirectly beneficially own, securities beneficially owned by Mr. Lampert. RBS, ESL and Mr. Lampert may also be deemed to have shared dispositive power over, and to indirectly beneficially own, such securities.
- (2) This number includes 6,268,035 shares of Common Stock held by Partners. RBS is the general partner of, and may be deemed to indirectly beneficially own securities beneficially owned by, Partners. ESL is the general partner of, and may be deemed to indirectly beneficially own securities beneficially owned by, RBS. Mr. Lampert is the Chairman, Chief Executive Officer and Director of, and may be deemed to indirectly beneficially own securities beneficially owned by, ESL.

(c) Other than as set forth on Annex B hereto, there have been no transactions in the class of securities reported on that were effected by the Reporting Persons during the past sixty days or since the most recent filing of Schedule 13D, whichever is less.

(d) Not applicable.

(e) As a result of a *pro rata* distribution of shares of Common Stock by each of SPE I and SPE Master I, both SPE I and SPE Master I ceased to beneficially own any shares of Common Stock on September 29, 2017.”

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 2, 2017

**ESL PARTNERS, L.P.**

By: RBS Partners, L.P., as its general partner

By: ESL Investments, Inc., as its general partner

By: /s/ Edward S. Lampert

Name: Edward S. Lampert

Title: Chief Executive Officer

**SPE I PARTNERS, LP**

By: RBS Partners, L.P., as its general partner

By: ESL Investments, Inc., as its general partner

By: /s/ Edward S. Lampert

Name: Edward S. Lampert

Title: Chief Executive Officer

**SPE MASTER I, LP**

By: RBS Partners, L.P., as its general partner

By: ESL Investments, Inc., as its general partner

By: /s/ Edward S. Lampert

Name: Edward S. Lampert

Title: Chief Executive Officer

**RBS PARTNERS, L.P.**

By: ESL Investments, Inc., as its general partner

By: /s/ Edward S. Lampert

Name: Edward S. Lampert

Title: Chief Executive Officer

**ESL INVESTMENTS, INC.**

By: /s/ Edward S. Lampert

Name: Edward S. Lampert

Title: Chief Executive Officer

**EDWARD S. LAMPERT**

By: /s/ Edward S. Lampert

## ANNEX B

RECENT TRANSACTIONS BY THE REPORTING PERSONS IN THE SECURITIES OF  
LANDS' END, INC.

| <u>Entity</u>      | <u>Date of Transaction</u> | <u>Description of Transaction</u>                    | <u>Shares Acquired</u> | <u>Shares Disposed</u> | <u>Price Per Share</u> |
|--------------------|----------------------------|--|------------------------|------------------------|------------------------|
| SPE I Partners, LP | 09/29/2017                 | Pro Rata Distribution to Partners                    |                        | 45,156                 | \$ 0                   |
| SPE Master I, LP   | 09/29/2017                 | Pro Rata Distribution to Partners                    |                        | 58,156                 | \$ 0                   |
| RBS Partners, L.P. |                            | Acquisition from SPE I Partners, LP and SPE          |                        |                        |                        |
|                    | 09/29/2017                 | Master I, LP as a result of a Pro Rata Distribution  | 48,876                 |                        | \$ 0                   |
| RBS Partners, L.P. | 09/29/2017                 | Pro Rata Distribution                                |                        | 48,876                 | \$ 0                   |
| Edward S. Lampert  |                            | Acquisition from RBS Partners, L.P. as a result of a |                        |                        |                        |
|                    | 09/29/2017                 | Pro Rata Distribution                                | 48,876                 |                        | \$ 0                   |
| Edward S. Lampert  | 10/31/2017                 | Open Market Purchases                                | 149,844                |                        | \$ 10.8104             |
| Edward S. Lampert  | 11/01/2017                 | Open Market Purchases                                | 84,855                 |                        | \$ 10.9737             |