

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>GRAY PETER L</u>  (Last) (First) (Middle) <u>1 LANDS' END LANE</u>  (Street) <u>DODGEVILLE WI 53595</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LANDS' END, INC. [ LE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, CAO and General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/24/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/24/2022		A		20,740 <sup>(1)</sup>	A	\$0.00	86,955	D	
Common Stock	03/24/2022		F		6,484 <sup>(2)</sup>	D	\$18.34	80,471	D	
Common Stock	03/25/2022		M		8,789	A	\$0.00 <sup>(3)</sup>	89,260	D	
Common Stock	03/25/2022		F		2,748 <sup>(2)</sup>	D	\$17.37	86,512	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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
Restricted Stock Units	\$0.00 <sup>(3)</sup>	03/25/2022		M		8,789		(4)	(4)	Common Stock	8,789	\$0.00	38,954 <sup>(5)</sup>	D	

**Explanation of Responses:**

- Shares issued upon determination that performance criteria, related to performance-based RSUs awarded on March 25, 2019, had been met.
- Shares withheld by the issuer to satisfy reporting person's tax withholding obligation incurred in connection with the vesting of RSUs.
- Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of common stock upon satisfaction of the vesting conditions.
- This RSU award was granted on March 25, 2019, with vesting in three installments on March 25, 2020 (25%), March 25, 2021 (25%) and March 25, 2022 (50%).
- Of the total number of RSUs, 15,389 RSUs will vest on March 19, 2023; 2,617 RSUs will vest on March 19, 2023, and 5,234 RSUs will vest on March 19, 2024; 3,928 RSUs will vest on March 18, 2023, 3,929 RSUs will vest on March 18, 2024, and 7,857 RSUs will vest on March 18, 2025; subject in each case to the satisfaction of vesting conditions, including as applicable, continued employment or a continuous business relationship.

**Remarks:**

/s/ Peter L. Gray                      03/28/2022  
 \*\* Signature of Reporting Person                      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.