SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*] **GRAY PETER L** (Last)　　(First)　　(Middle) **1 LANDS' END LANE** (Street) **DODGEVILLE　WI　53595** (City)　　(State)　　(Zip)	2. Issuer Name **and** Ticker or Trading Symbol **LANDS' END, INC.** [LE] 3. Date of Earliest Transaction (Month/Day/Year) 05/08/2019 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director　　　　　10% Owner X　Officer (give title below)　　Other (specify below) **EVP, CAO & General Counsel** 6. Individual or Joint/Group Filing (Check Applicable Line) X　Form filed by One Reporting Person 　　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	05/08/2019		M		5,681	A	$0[(1)]	21,178	D	
Common Stock	05/08/2019		F		1,818[(2)]	D	$16.41	19,360	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	Amount or Number of Shares				
Restricted Stock Units	$0.0[(1)]	05/08/2019		M			5,681	[(3)]	[(3)]	Common Stock	5,681	$0	43,186[(4)]	D	

Explanation of Responses:

1. Each Restricted Stock Unit ("RSU") represents 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 May 8, 2019.

3. This RSU award was granted on May 8, 2017, with vesting in four installments on May 8, 2018 (25%), May 8, 2019 (25%), May 8, 2020 (25%), and May 8, 2021 (25%).

4. Of the total number of RSUs, 2,853 RSUs will vest on March 26, 2020; 5,709 RSUs will vest on March 26, 2021; 5,682 RSUs will vest on May 1, 2020; 5,681 RSUs will vest on May 8, 2020; 5,684 RSUs will vest on May 8, 2021; and 17,577 RSUs will vest in three annual installments on March 25, 2020 (25%), March 25, 2021 (25%) and March 25, 2022 (50%); subject in each case to the satisfaction of vesting conditions, including continued employment.

Remarks:

/s/ Peter L. Gray　　　　　　　　05/09/2019

** Signature of Reporting Person　　Date