| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB Number: | 3235-0287 |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Filed pu

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 Addres <u>TSAI CHIEH</u> | 1 0 | Person* | 2. Issuer Name and Ticker or Trading Symbol LANDS' END, INC. [LE] | | tionship of Reporting Per all applicable) Director | 10% Owner | |
|--------------------------------------|-----------------------------------|-------------------|---|-------------------|--|-------------------------------------|--|
| (Last) 1 LANDS' END | (First) (Middle) NDS' END LANE | | 3. Date of Earliest Transaction (Month/Day/Year) 05/01/2020 | | Officer (give title below) Chief Product | Other (specify below) Officer | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) | vidual or Joint/Group Filin | g (Check Applicable | |
| DODGEVILLE | WI | 53595 | | X | Form filed by One Reporting Person | | |
| (City) | (State) | (Zip) | - | | Form filed by More that Person | n One Reporting | |
| | | Table I - Non-Der | ivative Securities Acquired, Disposed of, or Bene | ficially | 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) | | | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|---|---|---|--------------------|---------------|------------------------------|---|---|---|
| | | | | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (1150.4) |
| Common Stock | 05/01/2020 | | М | | 1,682 | Α | \$0.00 ⁽¹⁾ | 10,382 | D | |
| Common Stock | 05/01/2020 | | F | | 539 ⁽²⁾ | D | \$7.87 | 9,843 | 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 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 | \$0.00 ⁽¹⁾ | 05/01/2020 | | м | | | 1,682 | (3) | (3) | Common Stock | 1,682 | \$0.00 | 42,086 ⁽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 1, 2020.

3. This RSU award was granted on May 1, 2017, with vesting in three installments on May 1, 2018 (25%), May 1, 2019 (25%) and May 1, 2020 (50%).

4. Of the total number of RSUs, 3,169 RSUs will vest on March 26, 2021; 3,973 RSUs will vest on March 25, 2021; 7,947 RSUs will vest on March 25, 2022; and 26,997 RSUs will vest in three annual installments on March 19, 2021 (25%), March 19, 2022 (25%) and March 19, 2023 (50%); subject in each case to the satisfaction of vesting conditions, including continued employment.

Remarks:



** 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.