(City)

(Street)

**ISLANDS** 

**BAY HARBOR** 

(State)

(First) 1170 KANE CONCOURSE, SUITE 200

FL

1. Name and Address of Reporting  $\mathsf{Person}^*$ ESL PARTNERS, L.P.

(Zip)

(Middle)

33154

FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 3235-0287 Estimated average burden 0.5 hours per response:

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

erson*				me <b>an</b>	d Tiok										
(Middle)		2. Issuer Name <b>and</b> Ticker or Trading Symbol LANDS' END, INC. [ LE ]								Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director X 10% Owner					
(Last) (First) (Middle) 1170 KANE CONCOURSE, SUITE 200					Transa	action (Month	Day/Year)		Officer (give title Other (specify below) below)						
33154		4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person  X Form filed by More than One Reporting Person					
(City) (State) (Zip)															
able I - Non-De	eriva	tive S	Secu	rities	Acq	uired, Dis	posed o	f, or B	enefi	cially Owi	ned				
Date Exc (Month/Day/Year) if a		xecution Date, any		3. Transaction Code (Instr. 8)		Disposed Of (D) (Instr. 3		3, 4 and Sec Ben Owi		rities eficially ed Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
				Code	v	Amount	(A) or (D)	Price	Tran	saction(s)					
11/01/2021			J		2,016,167	(1) D	\$0.00	0		I	See Footnotes <sup>(2)(3)</sup> (4)(5)(6)				
								819,778 <sup>(7)</sup>		I	See Footnotes <sup>(2)(3)</sup> (4)(5)(7)				
11/01/2021				J		819,778(8	) D	\$0.00	0		I	See Footnotes <sup>(2)(3)</sup> (4)(5)			
									17,	117,343 <sup>(9)</sup>	D(2)(3)(4)(5)(10)				
											ed				
Execution Date, 'ear) if any		Code (Instr.		of		<b>Expiration Da</b>	te	Amoun Securit Underly Derivat Securit		Derivative Security (Instr. 5)		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		or Numbe of	er					
erson*															
(Middle)															
33154			-												
	33154  (Zip)  Table I - Non-Do  2. Transaction Date (Month/Day/Year)  11/01/2021  Table II - Der (e.go on Year)  3A. Demed Execution Da if any (Month/Day/Year)  erson*  (Middle)  UITE 200	33154  (Zip)  able I - Non-Deriva  2. Transaction Date (Month/Day/Year)  11/01/2021  Table II - Derivati (e.g., puth on Year)  3A. Deemed Execution Date, if any (Month/Day/Year)  erson*  (Middle)  UITE 200	able I - Non-Derivative Serson*  2. Transaction Date (Month/Day/Year)  2. Transaction Execution Diff any (Month/Day/ Month/Day/ Month/Day/ Month/Day/ Month/Day/ Month/Day/ Month/Day/ Month/Day/ Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year)  Code (8)  Code  Code  Code	able I - Non-Derivative Security (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  11/01/2021  Table II - Derivative Security (e.g., puts, calls, van)  3A. Deemed Execution Date, if any (Month/Day/Year)  3A. Deemed Execution Date, if any (Month/Day/Year)  Code (Instr. 8)  Code V	able I - Non-Derivative Securities  2. Transaction Date (Month/Day/Year)  2. Transaction Date (if any (Month/Day/Year)  2. Transaction Date, (if any (Month/Day/Year)  3. Transaction Code (Instr. 8)  3. Transaction Code (Instr. 8)  4. Transaction Code (Instr. 8)  5. Num (A) or Dispo (Instr. 8)  Code V (A)  2. Transaction Code (Instr. 8)  Code (Instr. 8)  Code V (A)  Code V (A)	A. If Amendment, Date of   A. If Amendment, Date of	33154  (Zip)  able I - Non-Derivative Securities Acquired, Disposed Of Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Code V Amount  11/01/2021  J 2,016,167  11/01/2021  J 819,778®  Table II - Derivative Securities Acquired, Disposed Of One (Instr. 8)  Table II - Derivative Securities Acquired, Disposed Of One (Instr. 8)  Table II - Derivative Securities Acquired, Disposed Of One (Instr. 8)  Table II - Derivative Securities Acquired (Disposed Of One (Instr. 8)  Code V Amount  5. Number (Securities Acquired (A) or Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Code V (A) (D) Date Exercisable  Person*	33154  (Zip)  able I - Non-Derivative Securities Acquired, Disposed of Date Execution Date, (Month/Day/Year) (Middle) (Middle) (Middle) (Middle) (Middle) (Middle) (Middle) (Month/Day/Year) (Middle)	33154  (Zip)  able I - Non-Derivative Securities Acquired, Disposed of, or Be Zecution Date, (Month/Day/Year) (Month/Day/Year	33154   (Zip)   4. If Amendment, Date of Original Filed (Month/Day/Year)   33154   (Zip)   4. Securities Acquired, Disposed of, or Benefic Code (Instr. (Month/Day/Year)   (Month/Day/Year)   (Month/Day/Year)   (Month/Day/Year)   (Month/Day/Year)   (Month/Day/Year)   3. Transaction Code (Instr. (B)	33154  (Zip)  able I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, (Month/Day/Year)  1. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Code (Instr. 9)  2. Quit (Instr. 3, 4 and 5)  3. Amount of Disposed Of (D) (Instr. 3, 4 and 5)  3. Amount of Disposed Of (D) (Instr. 3, 4 and 6)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 6)  5. Amount of Disposed Of (D) (Instr. 3, 4 and 6)  5. Amount of Disposed Of (D) (Instr. 3, 4 and 6)  7. Transaction (Instr. 3, 4 and 4)  8. Appears (R.	33154  (Zip)  able I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, if any (Month/Day/Year)  2. Transaction Code   V   Amount   (A)   Price   Price	33154   33154   4. If Amendment, Date of Original Filed (Month/Day/Year)   6. Individual or Joint/Group Filing (Check Aptile)   Form filed by More than One Reporting Person   Form filed by More Reporting Person   Form filed by More Reporting Person   Form filed by More Reporting Person   Form filed by Mo		

(City)	(State)	(Zip)							
1. Name and Address of Reporting Person*  RBS PARTNERS, L.P.									
(Last) 1170 KANE CON	(First) COURSE, SUITE 2	(Middle)							
(Street) BAY HARBOR ISLANDS	FL	33154							
(City)	(State)	(Zip)							
1. Name and Address ESL INVESTN									
(Last) 1170 KANE CON	(First) COURSE, SUITE 2	(Middle)							
(0)									
(Street) BAY HARBOR ISLANDS	FL	33154							
(City)	(State)	(Zip)							

#### **Explanation of Responses:**

- 1. Represents shares of common stock of Lands' End, Inc. (the "Issuer"), par value \$0.01 per share ("Shares"), that were distributed by ESL Partners, L.P. ("Partners") on a pro rata basis to its partners (the "Partners Distribution"). As a result of the Partners Distribution, Partners will no longer be a reporting person.
- 2. This statement is jointly filed by and on behalf of each of Edward S. Lampert, Partners, RBS Partners, L.P. ("RBS"), and ESL Investments, Inc. ("ESL"). Mr. Lampert, Partners and RBS are the direct beneficial owners of the securities covered by this statement.
- 3. RBS is the general partner of, and may be deemed to beneficially own securities owned by, Partners. Mr. Lampert is a limited partner of, and may be deemed to beneficially own certain securities owned by, RBS. ESL is the general partner of, and may be deemed to beneficially own securities owned by, RBS. Mr. Lampert is the Chairman, Chief Executive Officer and Director of, and may be deemed to beneficially own securities owned by, ESL.
- 4. The reporting persons state that neither the filing of this statement nor anything herein shall be deemed an admission that such persons are, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise, the beneficial owners of any securities covered by this statement. The reporting persons disclaim beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such persons in such securities.
- 5. The reporting persons may be deemed to be a member of a group with respect to the Issuer or securities of the Issuer for purposes of Section 13(d) or 13(g) of the Exchange Act. The reporting persons declare that neither the filing of this statement nor anything herein shall be construed as an admission that such persons are, for the purposes of Section 13(d) or 13(g) of the Exchange Act or any other purpose, a member of a group with respect to the Issuer or securities of the Issuer.
- 6. Represents Shares directly beneficially owned by Partners.
- 7. Represents Shares received by RBS from Partners as a result of the Partners Distribution. The acquisition of Shares by RBS in the Partners Distribution constituted a change in the form of beneficial ownership without a change in pecuniary interest that is exempt from Section 16 of the Exchange Act pursuant to Rule 16a-13 thereunder. Rule 16a-9(a) under the Exchange Act may also exempt the acquisition of Shares by RBS in the Partners Distribution from Section 16 of the Exchange Act.
- 8. Represents Shares that were distributed by RBS on a pro rata basis to its limited partners, including Mr. Lampert (the "RBS Distribution"). As a result of both the Partners Distribution and the RBS Distribution, in addition to Partners, both RBS and ESL will no longer be reporting persons.
- 9. Includes 519,430 Shares received by Mr. Lampert from Partners, 3,791 Shares received by The Nicholas Floyd Lampert 2015 Trust ("The Nicholas Trust") from Partners, and 3,791 Shares received by The Nina Rose Lampert 2015 Trust (the "The Nina Trust" and, together with The Nicholas Trust, the "Trusts") from Partners, which were all received as a result of the Partners Distribution, as well as 800,691 Shares received by Mr. Lampert from RBS as a result of the RBS Distribution. Each of these acquisitions of Shares in the Partners Distribution and the RBS Distribution constituted a change in the form of beneficial ownership without a change in pecuniary interest that is exempt from Section 16 of the Exchange Act pursuant to Rule 16a-13 thereunder. Rule 16a-9(a) under the Exchange Act may also exempt each of the acquisitions of Shares in the Partners Distribution from Section 16 of the Exchange Act.
- 10. Mr. Lampert may be deemed to have beneficial ownership of securities owned by the Trusts.

### Remarks

Exhibit Index Exhibit 99.1 - Joint Filer Information (filed herewith) Exhibit 99.2 - Joint Filing Agreement (filed herewith)

EDWARD S. LAMPERT, By: 11/03/2021 /s/ Edward S. Lampert ESL PARTNERS, L.P., By: RBS Partners, L.P., Its: General Partner, By: ESI Investments, Inc., Its: General 11/03/2021 Partner, By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief **Executive Officer** RBS PARTNERS, L.P., By: ESL Investments, Inc., Its: General Partner, By: /s/ 11/03/2021 Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer ESL INVESTMENTS, INC., By: /s/ Edward S. Lampert, 11/03/2021 Name: Edward S. Lampert, <u>Title: Chief Executive Officer</u> \*\* Signature of Reporting Person

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.

#### JOINT FILER INFORMATION

## Other Reporting Person(s)

1. ESL PARTNERS, L.P.

Item Information

Name: ESL Partners, L.P.

Address: 1170 Kane Concourse, Suite 200, Bay

Harbor Islands, FL 33154

Designated Filer: Edward S. Lampert

Date of Event Requiring November 1, 2021

Statement (Month/Day/Year):

Issuer Name and Ticker or

Trading Symbol:

Lands' End, Inc. [LE]

Relationship of Reporting

Person(s) to Issuer:

10% Owner

If Amendment, Date Original

Filed (Month/Day/Year):

Not Applicable

Individual or Joint/Group Filing: Form filed by More than One Reporting

Person

Signature: By: RBS Partners, L.P.

Its: General Partner

By: ESL Investments, Inc.

Its: General Partner

By: /s/ Edward S. Lampert

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Name: Edward S. Lampert

Title: Chief Executive Officer

Date: November 3, 2021

2. RBS PARTNERS, L.P.

Item Information

Name: RBS Partners, L.P.

Address: 1170 Kane Concourse, Suite 200, Bay

Harbor Islands, FL 33154

Designated Filer: Edward S. Lampert

Date of Event Requiring Statement (Month/Day/Year):

November 1, 2021

Issuer Name and Ticker or

Trading Symbol:

Lands' End, Inc. [LE]

Relationship of Reporting

Person(s) to Issuer:

10% Owner

If Amendment, Date Original

Filed (Month/Day/Year):

Not Applicable

Individual or Joint/Group Filing: Form filed by More than One Reporting

Person

Signature: By: ESL Investments, Inc.

Its: General Partner

By: /s/ Edward S. Lampert

Name: Edward S. Lampert Title: Chief Executive Officer

Date: November 3, 2021

3. ESL INVESTMENTS, INC.

Item Information

Name: ESL Investments, Inc.

Address: 1170 Kane Concourse, Suite 200, Bay

Harbor Islands, FL 33154

Designated Filer: Edward S. Lampert

Date of Event Requiring Statement (Month/Day/Year):

November 1, 2021

Issuer Name and Ticker or

Trading Symbol:

Lands' End, Inc. [LE]

Relationship of Reporting

Person(s) to Issuer:

10% Owner

If Amendment, Date Original
Filed (Month/Day/Year):

Not Applicable

Individual or Joint/Group Filing:

Form filed by More than One Reporting

Person

Signature: By: /s/ Edward S. Lampert

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Name: Edward S. Lampert Title: Chief Executive Officer

Date: November 3, 2021

### JOINT FILING AGREEMENT

## November 3, 2021

Pursuant to and in accordance with the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations thereunder, each party hereto hereby agrees to the joint filing, on behalf of each of them, of any filing required by such party under Section 13 or Section 16 of the Exchange Act or any rule or regulation thereunder (including any amendment, restatement, supplement, and/or exhibit thereto) with the Securities and Exchange Commission (and, if such security is registered on a national securities exchange, also with the exchange), and further agrees to the filing, furnishing, and/or incorporation by reference of this agreement as an exhibit thereto. This agreement shall remain in full force and effect until revoked by any party hereto in a signed writing provided to each other party hereto, and then only with respect to such revoking party.

IN WITNESS WHEREOF, each party hereto, being duly authorized, has caused this agreement to be executed and effective as of the date set forth below.

Date: November 3, 2021 EDWARD S. LAMPERT

By: /s/ Edward S. Lampert

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ESL PARTNERS, L.P.

By: RBS Partners, L.P. Its: General Partner

By: ESL Investments, Inc.

Its: General Partner

By: /s/ Edward S. Lampert

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Name: Edward S. Lampert Title: Chief Executive Officer

RBS PARTNERS, L.P.

By: ESL Investments, Inc.

Its: General Partner

By: /s/ Edward S. Lampert

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Name: Edward S. Lampert

Title: Chief Executive Officer

ESL INVESTMENTS, INC.

By: /s/ Edward S. Lampert

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Name: Edward S. Lampert

Title: Chief Executive Officer