SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

OMB Number: 3235-0287

Es	timated average burden	
ho	urs per response:	0.5

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol LANDS' END, INC. [LE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Griffith Jeron	<u>1e</u>		, <u></u> ,,	X	Director	10% Owner			
(Last) 1 LANDS' END	(First) LANE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/26/2018	X	Officer (give title below) CEO and Pro	Other (specify below) esident			
(Street) DODGEVILLE	WI	53595	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	(State)	(Zip)			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)	Code (Disposed Of (D) (Instr. 3, 4 and				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)

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)				6. Date Exerc Expiration Da (Month/Day/Y	ate	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	03/26/2018		A		47,716		(1)	(1)	Common Stock	47,716	\$0	175 , 288 ⁽²⁾	D	

Explanation of Responses:

1. These are time-based restricted stock units ("RSUs") that will vest, assuming continued employment, in three installments on March 26, 2019 (25%), March 26, 2020 (25%) and March 26, 2021 (50%). Each RSU represents a contingent right to receive one share of common stock upon satisfaction of the vesting considerations.

2. Of the total number of RSUs, 47,716 RSUs are as described in footnote 1; 39,337 RSUs will vest in three annual installments on May 1, 2018 (25%), May 1, 2019 (25%) and May 1, 2020 (50%); 29,412 RSUs will vest on March 6, 2019, 29,412 RSUs will vest on March 6, 2020 and 29,411 RSUs will vest on March 6, 2021; subject in each case to the satisfaction of vesting conditions, including continued employment.

Remarks:

/s/ Jerome Griffith

** 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.

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.

03/28/2018

Date

OMB APPROVAL