SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no long	er subject to
Section 16. Form 4 or Fo	
obligations may continue	
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 APPROVAL							
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1. Name and Address of Reporting Person* GOOCH JAMES F	2. Issuer Name and Ticker or Trading Symbol LANDS' END, INC. [LE]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner
(Last) (First) (Middle) 1 LANDS' END LANE	3. Date of Earliest Transaction (Month/Day/Year) 12/19/2018	X Officer (give title Other (specify below) below) EVP, COO, CFO and Treasurer
(Street) DODGEVILLE WI 53595	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
(City) (State) (Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	if any '	Transaction Code (Instr.					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)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150. 4)
Common Stock	12/19/2018		М		4,225	A	\$0 ⁽¹⁾	23,994	D	
Common Stock	12/19/2018		F		1,209 ⁽²⁾	D	\$13.7	22,785	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	\$0.0	12/19/2018		М			4,225	(3)	(3)	Common Stock	4,225	\$0	42,654 ⁽⁴⁾	D	

Explanation of Responses:

1. Each Restricted Stock Unit ("RSU") represented 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 December 19, 2018.

3. This RSU award was granted on December 19, 2016, with vesting in two annual installments on December 19, 2017 (50%) and December 19, 2018 (50%).

4. Of the total number of RSUs, 14,611 RSUs will vest in three annual installments on March 26, 2019 (25%), March 26, 2020 (25%) and March 26, 2021 (50%); 3,235 RSUs will vest on May 1, 2019; 6,470 RSUs will vest on May 1, 2020; 3,988 RSUs will vest on January 27, 2019; 7,977 RSUs will vest on January 27, 2020; and 6,373 RSUs will vest on May 2, 2019; subject in each case to the satisfaction of vesting conditions, including continued employment.

Remarks:

/s/ Bernard L. McCracken as attorney-in-fact for James F. Gooch

12/21/2018

** 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.