
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of report (date of earliest event reported): **March 20, 2014**

Lands' End, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

001-09769
(Commission
File Number)

36-2512786
(I.R.S. Employer
Identification No.)

1 Lands' End Lane
Dodgeville, Wisconsin
(Address of principal executive offices)

53595
(Zip code)

Registrant's telephone number, including area code: **(608) 935-9341**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 20, 2014, Josephine Linden and Tracy Gardner were appointed as directors of Lands' End, Inc. (the "Company"). Mses. Linden and Gardner will each serve on the Audit Committee of the Board of Directors of the Company and will hold office until the next annual meeting of stockholders of the Company, or until their respective successors are duly elected and qualified. There is no arrangement or understanding between either of Mses. Linden and Gardner and any other person pursuant to which they were selected as directors. In addition, there are no transactions in which either of Mses. Linden or Ms. Gardner has an interest that are required to be disclosed under Item 404(a) of Regulation S-K. Mses. Linden and Gardner will be compensated for their service on the Board of Directors of the Company in the same manner as the Company's other non-employee directors. For a description of the Company's director compensation program, see "Compensation of Directors" in the Company's Registration Statement on Form 10, filed with the Securities and Exchange Commission on December 6, 2013, as amended (the "Form 10").

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On March 17, 2014, the Company filed an amended and restated certificate of incorporation (the "Amended Certificate") with the Secretary of State of the State of Delaware in connection with the approval by the Board of Directors of the Company of the spin-off of the Company from Sears Holdings Corporation as described in the Form 10. The Board of Directors of the Company and the Company's sole stockholder had previously approved the adoption of the Amended Certificate, which became effective upon its filing with the Secretary of State of the State of Delaware.

The Amended Certificate amends and restates in its entirety the Company's certificate of incorporation, as amended and restated, and among other things (i) authorizes 480,000,000 shares of common stock; (ii) eliminates all references to the previously existing series of preferred stock; (iii) reclassifies and converts all outstanding shares of common stock of the Company into a total of 31,956,521 shares of common stock, par value \$0.01 per share and (iv) permits the Board of Directors of the Company to make, alter and repeal the bylaws of the Company.

The foregoing description of the Amended Certificate is qualified in its entirety by reference to the full text of the Amended Certificate, which is filed as Exhibit 3.1 hereto and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

3.1 Amended and Restated Certificate of Incorporation of Lands' End, Inc.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: March 20, 2014

LANDS' END, INC.

By: /s/ Karl A. Dahlen

Name: Karl A. Dahlen

Title: Senior Vice President, General Counsel and
Corporate Secretary

Exhibit Index

3.1 Amended and Restated Certificate of Incorporation of Lands' End, Inc.

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
LANDS' END, INC.

Lands' End, Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

1. That the name of the corporation and the name under which it was originally incorporated is "Lands' End, Inc.";
2. That the original Certificate of Incorporation of Leys Merger Corporation was filed with the Secretary of State of the State of Delaware on August 19, 1986, and the Certificate of Agreement of Merger, merging Lands' End, Inc., a Illinois corporation, with and into Leys Merger Corporation under the name of Lands' End, Inc. was filed with the Secretary of State of the State of Delaware on August 21, 1986;
3. That, pursuant to Sections 242 and 228 of the General Corporation Law of the State of Delaware, the amendment herein set forth has been duly adopted by the Board of Directors and the sole stockholder of Lands' End, Inc.;
4. That this Amended and Restated Certificate of Incorporation has been duly adopted in accordance with Section 245 of the General Corporation Law of the State of Delaware; and
5. That the text of the Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

ARTICLE I

The name of the corporation (which is hereinafter referred to as the "Corporation") is Lands' End, Inc.

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

ARTICLE IV

The total number of shares of stock which the Corporation shall be authorized to issue is 480,000,000 shares. All such shares are to be common stock, par value of \$0.01 per share and are to be of one class. Upon the filing and effectiveness (the "Effective Time"), pursuant to the DGCL, of the Certificate of Amendment of the Corporation's Certificate of Incorporation containing this sentence, each share of common stock of the Corporation, par value \$0.01 per share, issued and outstanding immediately prior to the Effective Time shall be automatically reclassified as and converted into 31,956.521 shares of common stock of the Corporation, par value \$0.01 per share, without any further action of the Corporation or the holder thereof.

ARTICLE V

Unless and except to the extent that the bylaws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

ARTICLE VI

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation is expressly authorized to make, alter and repeal the bylaws of the Corporation.

ARTICLE VII

A. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except as otherwise provided in Section C of this Article SEVENTH, the Corporation shall be required to indemnify a Covered Person in connection with a proceeding (or part thereof) commenced by such Covered Person only if the commencement of such proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board of Directors of the Corporation.

B. The Corporation shall to the fullest extent permitted by applicable law pay the expenses (including attorneys' fees) incurred by a Covered Person in defending any proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this Article SEVENTH or otherwise.

C. If a claim for indemnification under this Article SEVENTH (following the final disposition of such proceeding) is not paid in full within sixty (60) days after the Corporation has received a claim therefor by the Covered Person, or if a claim for any advancement of expenses under this Article SEVENTH is not paid in full within thirty (30) days after the Corporation has received a statement or statements requesting such amounts to be advanced, the Covered Person shall thereupon (but not before) be entitled to file suit to recover the unpaid amount of such claim. If successful in whole or in part, the Covered Person shall be entitled to be paid the expense of prosecuting such claim to the fullest extent permitted by law. In any such action, the Corporation shall have the burden of proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

D. The rights conferred on any Covered Person by this Article SEVENTH shall not be exclusive of any other rights which such Covered Person may have or hereafter acquire under any statute, provision of this Certificate of Incorporation, the bylaws, agreement, vote of stockholders or disinterested directors or otherwise.

E. The Corporation's obligation, if any, to indemnify or to advance expenses to any Covered Person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such Covered Person may collect as indemnification or advancement of expenses from such other corporation, partnership, joint venture, trust, enterprise or nonprofit enterprise.

F. Any right to indemnification or to advancement of expenses of any Covered Person arising hereunder shall not be eliminated or impaired by an amendment to or repeal of this Article SEVENTH after the occurrence of the act or omission that is the subject of the civil, criminal, administrative or investigative action, suit or proceeding for which indemnification or advancement of expenses is sought.

G. This Article SEVENTH shall not limit the right of the Corporation, to the extent and in a manner permitted by law, to indemnify and to advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action.

ARTICLE VIII

A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

ARTICLE IX

The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of any nature conferred upon stockholders, directors or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article NINTH.

ARTICLE X

The Corporation shall not be subject to the provisions of Section 203 of the DGCL.