

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

**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

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

1. Name and Address of Reporting Person* <b>GRAY PETER L</b>  (Last) (First) (Middle) <b>1 LANDS' END LANE</b>  (Street) <b>DODGEVILLE WI 53595</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>LANDS' END, INC. [ LE ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>EVP, CAO, GC &amp; Corp. Secretary</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/01/2020</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	05/01/2020		M		5,682	A	\$0.00 <sup>(1)</sup>	32,289	D	
Common Stock	05/01/2020		F		1,819 <sup>(2)</sup>	D	\$7.87	30,470	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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
Restricted Stock Units	\$0.00 <sup>(1)</sup>	05/01/2020		M			5,682	(3)	(3)	Common Stock	5,682	\$0.00	61,034 <sup>(4)</sup>	D	

**Explanation of Responses:**

- Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of common stock upon satisfaction of the vesting conditions.
- 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.
- This RSU award was granted on May 8, 2017, with vesting in three installments on May 1, 2018 (25%), May 1, 2019 (25%) and May 1, 2020 (50%).
- Of the total number of RSUs, 5,709 RSUs will vest on March 26, 2021; 5,681 RSUs will vest on May 8, 2020; 5,684 RSUs will vest on May 8, 2021; 4,394 RSUs will vest on March 25, 2021; 8,789 RSUs will vest on March 25, 2022; and 30,777 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:**

/s/ Peter L. Gray 05/05/2020  
 \*\* 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.

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