SEC Form 4

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FORM 4

subject to

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
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Section 16. Form 4 or	Form 5
obligations may contin	ue. 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

1. Name and Address of Reporting Person* <u>McCRACKEN BERNARD LOUIS III</u>			2. Issuer Name and Ticker or Trading Symbol LANDS' END, INC. [LE]		tionship of Reporting Pe all applicable) Director	10% Owner	
(Last) 1 LANDS' END	(First) LANE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/19/2020	X	Officer (give title below) VP, Controller	Other (specify below)	
(Street) DODGEVILLE	WI	53595	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Fili Form filed by One Re Form filed by More th	porting Person	
(City)	(State)	(Zip)	vative Securities Acquired, Disposed of, or Bene	ficially	Person	J	

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)	ction	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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)

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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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5) Security	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	\$0.00 ⁽¹⁾	03/19/2020		A		8,099		(2)	(2)	Common Stock	8,099	\$0.00	16,610 ⁽³⁾	D	

Explanation of Responses:

1. Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of common stock upon satisfaction of the vesting conditions.

2. These are time-based RSUs that will vest, assuming continued employment, in three annual installments on March 19, 2021 (25%), March 19, 2022 (25%) and March 19, 2023 (50%).

3. Of the total number of RSUs, 810 RSUs will vest on March 26, 2020; 1,622 RSUs will vest on March 26, 2021; 1,423 RSUs will vest on May 1, 2020; 4,656 RSUs will vest in three annual installments on March 25, 2020 (25%), March 25, 2021 (25%) and March 25, 2022 (50%); and 8,099 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 as attorney-in-03/23/2020

fact for Bernard L. McCracken

** 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.