FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Vashington, | D.C. | 20549 |
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|-------------|------|-------|

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

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* McCRACKEN BERNARD LOUIS III | | | | | | 2. Issuer Name and Ticker or Trading Symbol LANDS' END, INC. [LE] | | | | | | | | | | Relationship eck all appli Direct | cable) | g Pers | 10% O\ | wner |
|---|---|--|---|---------|------------------------------|---|---------|--------|-----------------------------|--|--|-------------------|------------------------------|--|--|---|---|--------------------------------------|--|---------------------------------------|
| (Last) 1 LAND | (I S' END L | * | (Middle) | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/25/2020 | | | | | | | | | helow) | Officer (give title below) VP, Contro | | Other (s below) | specify | |
| (Street) DODGE (City) | VILLE V | | 53595 (Zip) | | 4. If | . If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | Line | Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | |
| | | Tab | le I - No | n-Deriv | ative | Sec | curiti | ies Ac | quir | ed, [| Dis | oosed o | of, o | r Bei | neficial | lly Owne | d | | | |
| 1. Title of Security (Instr. 3) | | | 2. Transaction Date (Month/Day/Year) | | ar) E | 2A. Deemed Execution Date, if any (Month/Day/Year) | | Co | Transaction Code (Instr. | | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5) | | | d (A) or r. 3, 4 and | Benefic Owned | ies For ially (D) Following (I) (| | n: Direct or Indirect nstr. 4) | 7. Nature of Indirect Beneficial Ownership | |
| | | | | | | | | | Co | ode ' | v | Amount | | (A) or (D) | Price | Reporte Transac (Instr. 3 | tion(s) | | | (Instr. 4) |
| Common | Common Stock | | | 03/25 | 25/2020 | | | | ı | М | | 1,164 | 4 | Α | \$0.00 | (1) 3 | 712 | | D | |
| Common | Stock | | | 03/25 | 5/2020 |) | | | 1 | F | | 373 ⁽² | 2) | D | \$6.0 | 4 3, | 339 | D | | |
| Common | Stock | | | 03/26 | 5/2020 |) | | | 1 | M | | 810 | | A | \$0.00 | (1) 4 | 149 | D | | |
| Common | Stock | | | 03/26 | 5/2020 |) | | | | F | | 260 ⁽³ | 3) | D | \$6.7 | 1 3, | 889 | D | | |
| | | T | | | | | | | | | | sed of onverti | | | | / Owned | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deems Execution if any (Month/Da | Date, | 4. Transa Code (8) | | n of | | Expir | 5. Date Exercisa Expiration Date Month/Day/Yea | | | Amo Secu Unde Deriv | 7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4) | s Illy | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
| | | | | | Code | v | (A) (D) | | Date Exerc | isable | | xpiration ate | Title | | Amount or Number of Shares | | | | | |
| Restricted Stock Units | \$0.00 ⁽¹⁾ | 03/25/2020 | | | M | | | 1,164 | (| 4) | | (4) | Com | nmon ock | 1,164 | \$0.00 | 15,446 | 6 | D | |

Explanation of Responses:

\$0.00⁽¹⁾

- 1. Each Restricted Stock Unit ("RSU") represents 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 March 25, 2020.

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- $3. \ Represents shares surrendered to the issuer for payment of the reporting person's tax withholding obligation incurred in connection with the vesting of RSUs on March 26, 2020.\\$
- 4. This RSU award was granted on March 25, 2019, with vesting in three installments on March 25, 2020 (25%), March 25, 2021 (25%) and March 25, 2022 (50%).
- 5. This RSU award was granted on March 26, 2018, with vesting in three installments on March 26, 2019 (25%), March 26, 2020 (25%) and March 26, 2021 (50%).

6. Of the total number of RSUs, 1,622 RSUs will vest on March 26, 2021; 1,423 RSUs will vest on May 1, 2020; 1,164 RSUs will vest on March 25, 2021; 2,328 RSUs will vest on March 25, 2021; 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.

(5)

Remarks:

Restricted

Stock Units

> /s/ Peter L. Gray as attorney-infact for Bernard L. McCracken 03/27/2020

** Signature of Reporting Person Date

Commo

Stock

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\$0.00

14,636(6)

D

(5)

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).

03/26/2020

** 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.