

Griffith Jerome
Form 4
March 08, 2019

FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Griffith Jerome

(Last) (First) (Middle)

1 LANDS' END LANE

(Street)

DODGEVILLE, WI 53595

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

LANDS' END, INC. [LE]

3. Date of Earliest Transaction
(Month/Day/Year)

03/06/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

CEO and President

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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)
Common Stock	03/06/2019		M	V Amount A	(A) or (D) Price \$ 0 <u>(1)</u>	29,412	D
Common Stock						130,963 <u>(2)</u>	I
							By Jerome Griffith Revocable Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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(9-02)

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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 Underlying Securities (Instr. 3 and 4)		8. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽¹⁾	03/06/2019		M		29,412		⁽³⁾	⁽³⁾	Common Stock	29,412

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Griffith Jerome 1 LANDS' END LANE DODGEVILLE, WI 53595	X CEO and President

Signatures

/s/ Peter L. Gray as attorney-in-fact for Jerome S. Griffith 03/08/2019

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Each Restricted Stock Unit ("RSU") represented a contingent right to receive one share of common stock upon satisfaction of the vesting conditions.
- (2) The reporting person contributed 120,963 shares to the Jerome Griffith Revocable Trust on December 14, 2018 in a transaction that resulted in a change in the form of beneficial ownership from direct to indirect.
- (3) This RSU award was granted on March 6, 2017, with vesting in four installments on March 6, 2018 (25%), March 6, 2019, (25%) March 6, 2020 (25%) and March 6, 2021 (25%).
- (4) Of the total number of RSUs, 47,716 RSUs will vest in three annual installments on March 26, 2019 (25%), March 26, 2020 (25%) and March 26, 2021 (50%); 9,834 RSUs will vest on May 1, 2019; 19,669 RSUs will vest on May 1, 2020; 29,412 RSUs will vest on March 6, 2020; and 29,411 RSUs will vest on March 6, 2021; subject in each case to the satisfaction of vesting conditions, including continued employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.