

SEARS HOLDINGS CORP  
Form 8-K  
July 20, 2012

---

**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): 07/19/2012**

**Sears Holdings Corporation**

(Exact name of registrant as specified in its charter)

**Commission File Number: 000-51217**

**Delaware**  
(State or other jurisdiction of  
incorporation)

**20-1920798**  
(IRS Employer  
Identification No.)

**3333 Beverly Road**  
Hoffman Estates, Illinois 60179  
(Address of principal executive offices, including zip code)

**847-286-2500**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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 July 19, 2012, W. Bruce Johnson, Executive Vice President, Off-Mall Businesses, of Sears Holdings Corporation ("Sears Holdings"), agreed to serve as the Chief Executive Officer and President of Sears Hometown and Outlet Stores, Inc. ("SHO"). As previously reported, Sears Holdings intends to effect the separation of SHO from Sears Holdings through a rights offering transaction. Following the separation of SHO from Sears Holdings, Mr. Johnson will cease being an employee and officer of Sears Holdings.

As previously disclosed, the rights offering transaction is subject to the approval of the Board of Directors of Sears Holdings, as well as approval of the terms of the rights offering, including the record date, subscription price, subscription ratio (the number of rights needed to acquire a share in SHO) and other terms of the proposed rights offering.

---

**SIGNATURES**

Pursuant to the requirements 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.

Sears Holdings Corporation

Date: July 20, 2012

By: /s/ Robert A. Riecker

---

Robert A. Riecker  
Vice President, Controller and Chief Accounting Officer