

TISCH THOMAS J
Form 4
March 22, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
TISCH THOMAS J

2. Issuer Name and Ticker or Trading Symbol
SEARS HOLDINGS CORP [SHLD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
667 MADISON AVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/20/2018

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

NEW YORK, NY 10021
(City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474 (9-02)

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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Derivative Security	Disposed of (D) (Instr. 3, 4, and 5)		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sh
8% Senior Unsecured Convertible PIK Toggle Notes due 2019	\$ 8.33	03/20/2018	A		\$ 4,212,500		03/20/2018	12/15/2019	Common Stock, par value \$0.01 per share	50
8% Senior Unsecured Convertible PIK Toggle Notes due 2019	\$ 8.33	03/20/2018	A		\$ 78,500		03/20/2018	12/15/2019	Common Stock, par value \$0.01 per share	9
8% Senior Unsecured Convertible PIK Toggle Notes due 2019	\$ 8.33	03/20/2018	A		\$ 6,103,500		03/20/2018	12/15/2019	Common Stock, par value \$0.01 per share	73

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TISCH THOMAS J 667 MADISON AVE NEW YORK, NY 10021		X		

Signatures

/s/ Luke Valentino, as attorney-in-fact 03/20/2018

__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).

The reporting person acquired the \$4,212,500 aggregate principal amount of 8% Senior Unsecured Convertible PIK Toggle Notes due 2019 in exchange for \$4,212,500 aggregate principal amount of the issuer's 8% Senior Unsecured Notes due 2019 in an issuer exchange offer.

The amount reflect the acquisition by the reporting persons spouse of the \$78,500 aggregate principal amount of 8% Senior Unsecured Convertible PIK Toggle Notes due 2019 in exchange for \$78,500 aggregate principal amount of the issuer's 8% Senior Unsecured Notes due 2019 in an issuer exchange offer. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

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- The amount reflects the acquisition, by various trusts of which the reporting person is trustee, of the \$6,103,500 aggregate principal amount of 8% Senior Unsecured Convertible PIK Toggle Notes due 2019 in exchange for \$6,103,500 aggregate principal amount of the
- (3) issuer's 8% Senior Unsecured Notes due 2019 in an issuer exchange offer. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

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.