

TSAI CHIEH
Form 4
May 03, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
TSAI CHIEH

(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)
05/01/2019

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)

Chief Product Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 05/01/2019 | | M | | 841 A \$ 0 ⁽¹⁾ | 3,771 | D |
| Common Stock | 05/01/2019 | | F | | 270 ⁽²⁾ D \$ 17.26 | 3,501 | D |
| Common Stock | 05/02/2019 | | M | | 2,092 A \$ 0 ⁽¹⁾ | 5,593 | D |
| Common Stock | 05/02/2019 | | F | | 670 ⁽³⁾ D \$ 16.85 | 4,923 | D |

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 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. Pr Deriv Secur (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 05/01/2019 | | M | 841 | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock | 841 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 05/02/2019 | | M | 2,092 | ⁽⁵⁾ | ⁽⁵⁾ | Common Stock | 2,092 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TSAI CHIEH 1 LANDS' END LANE DODGEVILLE, WI 53595 | | | Chief Product Officer | |

Signatures

/s/ Chieh Tsai 05/03/2019

**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") 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 May 1, 2019.

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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 May 2, 2019.
- (4) This RSU award was granted on May 1, 2017, with vesting in three installments on May 1, 2018 (25%), May 1, 2019 (25%) and May 1, 2020 (50%).
- (5) This RSU award was granted on May 16, 2016, with vesting in three installments on May 2, 2017 (25%), May 2, 2018 (25%) and May 2, 2019 (50%).

- Of the total number of RSUs, 1,682 RSUs will vest on May 1, 2020; 1,583 RSUs will vest on March 26, 2020; 3,169 RSUs will vest on
- (6) March 26, 2021; and 15,893 RSUs will vest in three annual installments on March 25, 2020 (25%), March 25, 2021 (25%) and March 25, 2022 (50%), subject to 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.

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