

GOOCH JAMES F
Form 4
May 03, 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 *
GOOCH JAMES F

(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
____X____ Officer (give title below) ____ Other (specify below)

EVP, COO, CFO and Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	05/01/2019		M	3,235 A	\$ 0 ⁽¹⁾ 31,139	D	
Common Stock	05/01/2019		F	926 ⁽²⁾ D	\$ 17.26 30,213	D	
Common Stock	05/02/2019		M	6,373 A	\$ 0 ⁽¹⁾ 36,586	D	
Common Stock	05/02/2019		F	1,823 ⁽³⁾ D	\$ 16.85 34,763	D	

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

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(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. Price or Value 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 <u>(1)</u>	05/01/2019		M		3,235		<u>(4)</u>	<u>(4)</u>	Common Stock	3,235	\$
Restricted Stock Units	\$ 0 <u>(1)</u>	05/02/2019		M		6,373		<u>(5)</u>	<u>(5)</u>	Common Stock	6,373	\$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GOOCH JAMES F 1 LANDS' END LANE DODGEVILLE, WI 53595	EVP, COO, CFO and Treasurer

Signatures

/s/ Peter L. Gray as attorney-in-fact for James F. Gooch

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 2, 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, 3,652 RSUs will vest on March 26, 2020; 7,307 will vest on March 26, 2021; 6,470 RSUs will vest on May 1, 2020; 7,977 RSUs will vest on January 27, 2020; and 21,455 RSUs will vest in three annual installments on March 25, 2020 (25%), March 25, 2021 (25%) and March 25, 2022 (50%), subject in each case to the satisfaction of vesting conditions, including continued employment.
- (6)

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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