SEARS HOLDINGS CORP

Form 4

November 20, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

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Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * MNUCHIN STEVEN T

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Middle) SEARS HOLDINGS CORP [SHLD]

(Check all applicable)

C/O ONEWEST BANK, 888 E

3. Date of Earliest Transaction

(Month/Day/Year) 11/18/2014

X Director 10% Owner Officer (give title Other (specify

below)

WALNUT ST 6TH FLOOR

(Street) 4. If Amendment, Date Original

(Zip)

Filed(Month/Day/Year)

Code

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PASADENA, CA 91101

1.Title of 2. Transaction Date 2A. Deemed

(State)

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(A) or

Code V Amount (D) Price

Disposed of (D)

(Instr. 3, 4 and 5)

Following Reported Transaction(s) (Instr. 3 and 4)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date** Security or Exercise any Code Securities (Month/Day/Year)

(Instr. 3 and 4)

7. Title and Amoun

Underlying Securiti

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired or Dispos (D) (Instr. 3, and 5)	sed of				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Subscription Rights (right to buy)	\$ 500	11/18/2014		M		220	11/03/2014	11/18/2014	Units consisting of Notes and Warrants	22
Common Stock Warrants (right to buy)	\$ 28.41	11/18/2014		M	3,871		(2)	12/15/2019	Common Stock	3,8
Subscription Rights (right to buy)	\$ 500	11/18/2014		M		2	11/03/2014	11/18/2014	Units consisting of Notes and Warrants	2
Common Stock Warrants (right to buy)	\$ 28.41	11/18/2014		M	35		(2)	12/15/2019	Common Stock	3
Subscription Rights (right to buy)	\$ 500	11/18/2014		M		93	11/03/2014	11/18/2014	Units consisting of Notes and Warrants	9
Common Stock Warrants (right to buy)	\$ 28.41	11/18/2014		M	1,636		<u>(2)</u>	12/15/2019	Common Stock	1,6
Subscription Rights (right to buy)	\$ 500	11/18/2014		M		2	11/03/2014	11/18/2014	Units consisting of Notes and Warrants	2
Common Stock	\$ 28.41	11/18/2014		M	35		<u>(2)</u>	12/15/2019	Common Stock	3

Warrants								
(right	to	buy)						

Subscription Rights (right to buy)	\$ 500	11/18/2014	M		2	11/03/2014	11/18/2014	Units consisting of Notes and Warrants
Common Stock Warrants (right to buy)	\$ 28.41	11/18/2014	M	35		(2)	12/15/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MNUCHIN STEVEN T C/O ONEWEST BANK 888 E WALNUT ST 6TH FLOOR PASADENA, CA 91101



Signatures

/s/ Deann M. Bogner, as attorney-in-fact

11/20/2014

**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).
- Each subscription right entitles the holder thereof to purchase, at a subscription price of \$500, one unit, consisting of (a) a 8% senior unsecured note due 2019 in the principal amount of \$500 and (b) 17.5994 warrants, with each warrant entitling the holder thereof to
- (1) purchase one share of the Company's common stock at a strike price of \$28.41. The subscription rights were distributed in a pro rata rights offering to the holders of Sears Holdings Corporation common stock. No fractional warrants will be issued upon exercise of subscription rights.
- (2) The warrants are exercisable immediately upon issuance. The rights offering is scheduled to expire on November 18, 2014, and the warrants are expected to be issued shortly thereafter.
- The reported securities are included within units purchased by the reporting person for \$500 per unit. Each unit consists of (a) a 8% senior unsecured note due 2019 in the principal amount of \$500 and (b) 17.5994 warrants, with each warrant entitling the holder thereof to purchase one share of the Company's common stock at a strike price of \$28.41. No fractional warrants will be issued upon exercise of subscription rights.
- (4) The reported securities are held by a family custodial account, Heather Mnuchin as custodian for Dylan Mnuchin, the beneficial interests of which are owned by members of Mr. Mnuchin's immediate family.
- (5) The reported securities are held by the Steven T. Mnuchin 2002 Family Trust, the beneficial interests of which are owned by members of Mr. Mnuchin's immediate family.
- (6) The reported securities are held by a family trust, Robert Mnuchin Trustee fbo Emma Mnuchin, the beneficial interests of which are owned by members of Mr. Mnuchin's immediate family.

Reporting Owners 3

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(7) The reported securities are held by a family custodial account, Heather Mnuchin as custodian for John Player Mnuchin, the beneficial interests of which are owned by members of Mr. Mnuchin's immediate family.

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.