

SEARS HOLDINGS CORP
Form 8-A12B
October 30, 2014

As filed with the Securities and Exchange Commission on October 30, 2014

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Sears Holdings Corporation
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

20-1920798
(IRS Employer
Identification No.)

3333 Beverly Road
Hoffman Estates, Illinois
(Address of Principal Executive Offices)

60179
(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

Securities Act registration statement file number to which this form relates:

Securities to be registered pursuant to Section 12(b) of the Act:

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Not Applicable

(If applicable)

Title of each Class

to be so Registered
Rights to purchase Units consisting of

Senior Notes and Warrants

Warrants to Purchase Common Stock

Securities to be registered pursuant to Section 12(g) of the Act:

Name of Each Exchange on Which

Each Class is to be Registered
The NASDAQ Stock Market LLC

The NASDAQ Stock Market LLC

None

(Title of Class)

Item 1: Description of Registrant's Securities to be Registered.

The securities to be registered hereby are (i) transferable subscription rights (the Rights) of Sears Holdings Corporation (the Company), to purchase up to 1,250,000 units, each consisting of (a) a 8% senior note due 2019 in the principal amount of \$500 (Notes) and (b) 17.5994 warrants (Warrants), each of which entitles the holder thereof to purchase a common share, \$0.01 par value, of the Company, and (ii) Warrants.

A description of the Rights is set forth under (i) the section captioned Description of Rights in the registrant's prospectus, dated October 20, 2014 (the Base Prospectus), which relates to the registrant's registration statement on Form S-3 (No. 333-199475), as amended on the date hereof (the Registration Statement), as supplemented by (ii) the section captioned The Rights Offering in the registrant's prospectus supplement, dated October 30, 2014 (the Prospectus Supplement), to the Base Prospectus, and (iii) the Form of Rights Certificate included as Exhibit 4.1 to the Company's Post-Effective Amendment No. 1 to the Registration Statement, filed on October 30, 2014 (the Post-Effective Amendment), each of which is hereby incorporated by reference into this registration statement.

A description of the Warrants is set forth under (i) the section captioned Description of Warrants in the Base Prospectus, as supplemented by (ii) the section captioned Description of the Warrants in the Prospectus Supplement, and (iii) the Form of Warrant Agreement included as Exhibit 4.4 to the Post-Effective Amendment, each of which is hereby incorporated by reference into this registration statement.

Item 2: Exhibits.

The registrant hereby incorporates by reference the following exhibits:

Exhibit No.	Description
4.1	Form of Rights Certificate (incorporated by reference to Exhibit 4.1. to the registrant's Registration Statement on Form S-3, as post-effectively amended on October 30, 2014)
4.4	Form of Warrant Agreement between Sears Holdings Corporation and Computershare Inc. and Computershare Trust Company, N.A., as warrant agent (including form of warrant certificate) (incorporated by reference to Exhibit 4.4 to the registrant's Registration Statement on Form S-3, as post-effectively amended on October 30, 2014)

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

SEARS HOLDINGS CORPORATION

Date: October 30, 2014

By: /s/ Robert A. Riecker
Name: Robert A. Riecker
Title: Vice President, Controller and Chief
Accounting Officer