

Seritage Growth Properties
Form 4
July 09, 2015

FORM 4

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

OMB APPROVAL

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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 *
Schall Benjamin

(Last) (First) (Middle)
54 WEST 40TH STREET, 10TH FLOOR
(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Seritage Growth Properties [SRG]

3. Date of Earliest Transaction
(Month/Day/Year)
07/07/2015

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)
CEO, President

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | | |
| Class A common shares of beneficial interest | 07/07/2015 | | A | | 16,903.3125 (1) | A | \$ 0 17,003.3125 D |
| Restricted Shares (time-vesting) | 07/07/2015 | | A | | 50,709.9375 (1) | A | \$ 0 67,713.25 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)

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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 Underlying (Instr. 3) | | | |
|---|--|---|---|-----------------------------------|--|---|-----------------------------------|------------------|-----------------|------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Restricted Share Units (time-vesting) | \$ 0 | 07/07/2015 | | A | | 21,551.72 | | (2) | (2) | Class comm share |
| Restricted Shares (performance-vesting) | \$ 0 | 07/07/2015 | | A | | 101,419.87 | | (3) | (3) | Class comm share |
| Restricted Shares (performance-vesting) | \$ 0 | 07/07/2015 | | A | | 21,551.72 | | (4) | (4) | Class comm share |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Schall Benjamin 54 WEST 40TH STREET, 10TH FLOOR NEW YORK, NY 10018 | X | | CEO, President | |

Signatures

/s/ Benjamin Schall
07/09/2015

**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) Mr. Schall received an award of 67,613.25 shares on July 7, 2015. 25% of this award (16,903.3125 shares) of restricted shares is vested as of July 7, 2015, and the unvested portion will vest in three equal annual installments beginning July 7, 2016.
- (2) This award vests in three equal annual installments beginning on July 7, 2016.
- This award will vest based on the achievement of applicable performance goals. The reported number of performance-vesting restricted shares represents the number of shares earned based on the achievement of target performance. The number of shares that may be earned based on maximum performance is 150% of the target number of performance-vesting restricted shares.
- (3)

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This award will vest based on the achievement of applicable performance goals. The reported number of performance-vesting restricted (4) shares represents the number of shares earned based on the achievement of target performance. The number of shares that may be earned based on maximum performance is 265% of the target number of performance-vesting restricted shares.

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.