

LANDS' END, INC.

Form 4

May 03, 2017

**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  
Number: 3235-0287  
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response... 0.5

(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)  
05/01/2017

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 &amp; CFO

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	05/02/2017		M	3,186 A	\$ 0 <sup>(1)</sup> 3,186	D	
Common Stock	05/02/2017		F	1,007 <sup>(2)</sup> D	\$ 24.05 2,179	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 and Amount 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 <sup>(1)</sup>	05/01/2017		A	12,940	<sup>(3)</sup> <sup>(3)</sup>	Common Stock 12,940
Restricted Stock Units	\$ 0 <sup>(1)</sup>	05/02/2017		M	3,186	<sup>(4)</sup> <sup>(4)</sup>	Common Stock 3,186

## 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

## Signatures

/s/ James F.  
Gooch

05/03/2017

\*\*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") represented 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 2, 2017.
- (3) These are time-based restricted stock units ("RSUs") that will vest, assuming continued employment, in three annual installments on May 1, 2018 (25%), May 1, 2019 (25%) and May 1, 2020 (50%).
- (4) This RSU award was granted on May 2, 2016, with vesting in three annual installments on May 2, 2017 (25%), May 2, 2018 (25%) and May 2, 2019 (50%).

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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