

Seritage Growth Properties
Form SC 13G/A
February 14, 2019

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G/A

Under the
Securities
Exchange Act of
1934
(Amendment
No. 3)*

Seritage Growth
Properties
(Name of
Issuer)

Class A
Common Shares
of Beneficial
Interest, par
value \$0.01 per
share
(Title of Class
of Securities)

81752R100
(CUSIP
Number)

December 31,
2018
(Date of Event
Which Requires
Filing of This
Statement)

Check the
appropriate box
to designate the

rule pursuant to
which this
Schedule is
filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 9
Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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| | | |
|--|----------|---|
| | | NAMES OF REPORTING PERSONS |
| 1 | | Empyrean Capital Overseas Master Fund, Ltd. |
| | | CHECK THE APPROPRIATE |
| 2 | | BOX IF A MEMBER (b) 1 |
| | | OF A GROUP |
| 3 | | SEC USE ONLY CITIZENSHIP OR PLACE OF |
| 4 | | ORGANIZATION |
| | | Cayman Islands |
| | | SOLE VOTING |
| 5 | | POWER |
| | | 0 |
| | | SHARED VOTING |
| NUMBER OF SHARES | 6 | POWER |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 2,318,184 |
| | | SOLE DISPOSITIVE |
| | 7 | POWER |
| | | 0 |
| | | SHARED DISPOSITIVE |
| | 8 | POWER |
| | | 2,318,184 |
| 9 | | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING |

PERSON

2,318,184

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

6.5%

TYPE OF

REPORTING

12

PERSON

CO

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| | |
|---|--|
| 1 | NAMES OF REPORTING PERSONS |
| 2 | P EMP Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER (b) 1 OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | British Virgin Islands SOLE VOTING POWER |
| 5 | 0 SHARED VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6 102,194 SOLE DISPOSITIVE POWER |
| 7 | 0 SHARED DISPOSITIVE POWER |
| 8 | 102,194 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 9 | 102,194 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |

102,194
CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..
10 ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11 REPRESENTED BY
AMOUNT IN ROW
(9)
0.3%
TYPE OF
REPORTING
12 PERSON
CO

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| | |
|---|--|
| 1 | NAMES OF REPORTING PERSONS |
| 2 | Empyrean Capital Partners, LP CHECK THE APPROPRIATE BOX IF A MEMBER (b) 1 OF A GROUP |
| 3 | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION |
| 4 | Delaware |
| 5 | SOLE VOTING POWER |
| 6 | 0 SHARED VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 2,420,378 SOLE DISPOSITIVE POWER |
| 7 | 0 SHARED DISPOSITIVE POWER |
| 8 | 2,420,378 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |

2,420,378

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

6.8%

TYPE OF

REPORTING

12

PERSON

PN

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| | |
|---|---|
| 1 | NAMES OF REPORTING PERSONS |
| | Amos Meron CHECK THE APPROPRIATE 2 BOX IF A MEMBER (b) \dot{y} OF A 3 GROUP SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION |
| | United States SOLE 5 VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6 0 SHARED VOTING POWER 2,420,378 SOLE 7 DISPOSITIVE POWER |
| | 0 SHARED DISPOSITIVE 8 POWER |
| 9 | 2,420,378 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING |

PERSON

2,420,378

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

10

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

11

AMOUNT IN ROW

(9)

6.8%

TYPE OF

REPORTING

12

PERSON

IN

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Item 1(a). NAME OF ISSUER.

The name of the issuer is Seritage Growth Properties (the "Issuer").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Issuer's principal executive offices are located at 500 Fifth Avenue, Suite 1530,, New York, New York 10110.

Item 2(a). NAME OF PERSON FILING:

This statement is filed by:

- (i) Empyrean Capital Overseas Master Fund, Ltd. ("ECOMF"), a Cayman Islands exempted company, with respect to the Common Shares (as defined in Item 2(d)) directly held by it;
- (ii) P EMP Ltd. ("P EMP" and collectively with ECOMF, the "Empyrean Clients"), a British Virgin Islands business company, with respect to the Common Shares directly held by it;
- (iii) Empyrean Capital Partners, LP ("ECP"), a Delaware limited partnership, which serves as investment manager to the Empyrean Clients with respect to the Common Shares directly held by the Empyrean Clients;
- (iv) Mr.. Amos Meron, who serves as the managing member of Empyrean Capital, LLC, the general partner of ECP, with respect to the Common Shares directly held by the Empyrean Clients.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of Common Shares owned by another Reporting Person.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

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The address of the business office of each of the Reporting Persons is c/o Empyrean Capital Partners, LP, 10250 Constellation Boulevard, Suite 2950, Los Angeles, CA 90067.

Item 2(c). CITIZENSHIP:

ECOMF - a Cayman Island exempted company

P EMP - a British Virgin Island business company

ECP - a Delaware limited partnership

Amos Meron - United States

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Item 2(d). TITLE OF CLASS OF SECURITIES:

Class A Common Shares of Beneficial Interest, par value \$0.01 per share (the "Common Shares")

Item 2(e). CUSIP NUMBER:

81752R100

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO §§ 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) " Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) " Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) " Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) " Investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
Employee benefit plan or endowment fund in accordance with
- (f) " § 240.13d-1(b)(1)(ii)(F);

- (g) " Parent holding company or control person in accordance with
§ 240.13d-1(b)(1)(ii)(G);
Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (h) "

- (i) " Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the
Investment Company Act (15 U.S.C. 80a-3);

- (j) " Non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please

specify the type of institution: _____

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Item 4. OWNERSHIP.

The information required by Items 4(a) – (c) is set forth in Rows (5) – (11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each Reporting Person.

The percentages used herein are calculated based upon 35,667,521 Common Shares issued and outstanding as of October 26, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018, filed with the Securities and Exchange Commission on November 2, 2018.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

Item 10. CERTIFICATION.

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the

control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2019

empyrean capital partners, lp

By: /s/ C. Martin Meekins

Name: C. Martin Meekins

Title: Chief Operating Officer

Empyrean Capital Overseas MASTER Fund, Ltd.

By: Empyrean Capital Partners, LP,
its Investment Manager

By: /s/ C. Martin Meekins

Name: C. Martin Meekins

Title: Chief Operating Officer

P EMP Ltd.

By: Empyrean Capital Partners, LP,
its Investment Manager

By: /s/ C. Martin Meekins

Name: C. Martin Meekins

Title: Chief Operating Officer

/s/ Amos Meron

AMOS MERON