

Sears Holdings CORP
Form 8-K
June 07, 2005

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): June 7, 2005

SEARS HOLDINGS CORPORATION

(Exact name of registrant as specified in charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-51217
(Commission File Number)

20-1920798
(IRS Employer
Identification No.)

3333 Beverly Road
Hoffman Estates, Illinois
(Address of principal executive offices)

60179
(Zip code)

Registrant's telephone number, including area code: (847) 286-2500

(Former name or former address, if changed since last report): Not Applicable

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 2 Financial Information

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Item 2.02. Results of Operations and Financial Condition.

On June 7, 2005, the Registrant issued a press release regarding its first quarter 2005 earnings. The press release is attached hereto as Exhibit 99.1.

Section 7 Regulation FD

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Item 7.01 Regulation FD Disclosure.

On June 7, 2005 the Chairman of the Registrant issued a letter to shareholders. The letter will be available on the Registrant's website, www.searsholdings.com, and is attached hereto as Exhibit 99.2.

Section 9 Financial Statements and Exhibits

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Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

Exhibit 99.1 Press release dated June 7, 2005, furnished pursuant to Item 2.02.

Exhibit 99.2 Letter from the Chairman dated June 7, 2005, furnished pursuant to Item 7.01.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SEARS HOLDINGS CORPORATION

By: /s/ William K. Phelan
William K. Phelan
Vice President and Controller

Date: June 7, 2005

Exhibit Index

- 99.1 Press release dated June 7, 2005.
- 99.2 Letter from the Chairman dated June 7, 2005.