

GRAY PETER L
Form 4
March 27, 2019

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GRAY PETER L

(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)
03/25/2019

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 ____ Other (specify
below) below)

EVP, CAO & General Counsel

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/26/2019		M	2,853 A	\$ 0 (1) 13,566	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date Date	Title	
Restricted Stock Units	\$ 0 ⁽¹⁾	03/25/2019		A	17,577	⁽²⁾ ⁽²⁾	Common Stock	17,577
Restricted Stock Units	\$ 0 ⁽¹⁾	03/26/2019		M	2,853	⁽³⁾ ⁽³⁾	Common Stock	2,853

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GRAY PETER L 1 LANDS' END LANE DODGEVILLE, WI 53595	EVP, CAO & General Counsel

Signatures

/s/ Peter L. Gray 03/27/2019

^{**}Signature of Date
Reporting Person

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") represents a contingent right to receive one share of common stock upon satisfaction of the vesting conditions.
- (2) These are time-based RSUs that will vest, assuming continued employment, in three annual installments on March 25, 2020 (25%), March 25, 2021 (25%) and March 25, 2022 (50%).
- (3) This RSU award was granted on March 26, 2018, with vesting in three installments on March 26, 2019 (25%), March 26, 2020 (25%) and March 26, 2021 (50%).
- (4) Of the total number of RSUs, 2,853 RSUs will vest on March 26, 2020; 5,709 RSUs will vest on March 26, 2021; 2,841 RSUs will vest on May 1, 2019; 5,682 RSUs will vest on May 1, 2020; 5,681 RSUs will vest on May 8, 2019; 5,681 RSUs will vest on May 8, 2020; 5,684 RSUs will vest on May 8, 2021; and 17,577 RSUs will vest in three annual installments on March 25, 2020 (25%), March 25, 2021 (25%) and March 25, 2022 (50%); subject in each case to the satisfaction of vesting conditions, including continued employment.

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.