

Griffith Jerome
Form 4
March 27, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Griffith Jerome

(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
 Officer (give title below) Other (specify below)
CEO and 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 03/26/2019 | | M | V Amount 11,929 A Price \$ 0 (1) | 41,341 | D | |
| Common Stock | | | | | 130,963 | I | By Jerome Griffith Revocable Trust |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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 Share |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 03/25/2019 | | A | 73,426 | ⁽²⁾ ⁽²⁾ | Common Stock 73,426 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 03/26/2019 | | M | 11,929 | ⁽³⁾ ⁽³⁾ | Common Stock 11,929 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Griffith Jerome 1 LANDS' END LANE DODGEVILLE, WI 53595 | X | | CEO and President | |

Signatures

/s/ Jerome S. Griffith
03/27/2019

**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") 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, 11,929 RSUs will vest on March 26, 2020; 23,858 RSUs will vest on March 26, 2021 (50%); 9,834 RSUs will vest on May 1, 2019; 19,669 RSUs will vest on May 1, 2020; 29,412 RSUs will vest on March 6, 2020; 29,411 RSUs will vest on March 6, 2021; and 73,426 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.