

Edgar Filing: SEARS HOLDINGS CORP - Form 8-K

SEARS HOLDINGS CORP  
Form 8-K  
February 15, 2006

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): February 9, 2006

SEARS HOLDINGS CORPORATION

-----  
(Exact name of registrant as specified in its charter)

Delaware

000-51217

20-1920798

-----  
(State or other jurisdiction of  
incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

3333 Beverly Road, Hoffman Estates, Illinois

60179

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(Address of principal executive offices)

(Zip Code)

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

Not Applicable

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(Former name or former address, if changed since last report)

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 240.13.e-4(c))

ITEM 8.01 OTHER EVENTS

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On February 9, 2006, Sears Holdings Corporation issued a press release announcing that it was mailing on that day its offer to acquire any and all of the outstanding common shares of Sears Canada Inc., other than those already held by Sears Holdings and its affiliates, for C\$16.86 per share in cash. A copy of the press release is attached as Exhibit 99.1 and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENT AND EXHIBITS

(C) EXHIBITS

EXHIBIT NO.	DESCRIPTION
Exhibit 99.1	Press Release dated February 9, 2006.

### 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 hereunto duly authorized.

Date: February 14, 2006

SEARS HOLDINGS CORPORATION

By: /s/ William K. Phelan

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Name: William K. Phelan  
Title: Vice President and Controller

### EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
Exhibit 99.1	Press Release dated February 9, 2006.