

SEARS HOLDINGS CORP  
Form 8-K  
December 04, 2009

**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): December 2, 2009

**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.)

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**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))

Section 5 - Corporate Governance and Management

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On December 2, 2009, the Board of Directors of the Registrant approved an amendment and restatement of the By-Laws of the Registrant (the By-Laws ), effective immediately. The amendment adds a new Section 3 to Article VI of the By-Laws that expressly provides for electronic transmission of various communications (other than the notice required by stockholders pursuant to Section 9 of Article I and Section 2 of Article II of the By-Laws) to the fullest extent permitted by law.

The summary information set forth in this Current Report on Form 8-K regarding the Company's Amended and Restated By-Laws is qualified in its entirety by reference to the full text of the Amended and Restated By-Laws, a copy of which is attached as Exhibit 3.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit 3.2 Amended and Restated By-Laws, effective December 2, 2009

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**  
**Senior Vice President and Controller**

Date: December 4, 2009

Exhibit Index

Exhibit 3.2 Amended and Restated By-Laws, effective December 2, 2009