

SEARS HOLDINGS CORP  
Form 8-K  
September 28, 2012

**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): September 26, 2012

**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)

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

**60179**  
(Zip code)

**(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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

As previously reported, on September 11, 2012 (the Distribution Date), Sears Holdings Corporation (Sears Holdings) distributed transferable subscription rights (Subscription Rights) to purchase shares of common stock of Sears Hometown and Outlet Stores, Inc. on a pro rata basis to Sears Holdings stockholders of record as of the close of business on September 7, 2012 (the Record Date), except that holders of Sears Holdings shares of restricted stock issued pursuant to the Sears Holdings Corporation 2006 Stock Plan that were unvested as of the Record Date (Unvested Shares) did not receive Subscription Rights with respect to their Unvested Shares.

On September 26, 2012, each holder of Unvested Shares received a cash award in lieu of any and all rights such holder may have had to receive Subscription Rights with respect to their Unvested Shares, subject to the same vesting requirements and other terms for the Unvested Shares to which the cash award is attributable. The cash awards represent the right to receive on the applicable vesting date a cash payment from Sears Holdings equal to the value of the Subscription Rights that would have been distributed to the holder of Unvested Shares, calculated on the basis of the volume-weighted average price per Subscription Right for the 10 trading-day period immediately following the Distribution Date.

The following table shows the aggregate amount of the cash awards, subject to vesting, received by each of the following executive officers who were named in Sears Holdings 2012 proxy statement:

<b>Name and Principal Position</b>	<b>Cash Award</b>
Louis J. D. Ambrosio <i>Chief Executive Officer and President</i>	\$ 121,355
Ronald D. Boire <i>Executive Vice President, Chief Merchandising Officer and President Sears Full Line Stores &amp; Kmart Formats</i>	\$ 157,515
W. Bruce Johnson <i>Executive Vice President, Off-Mall Businesses</i>	\$ 42,004
Robert A. Schriesheim <i>Executive Vice President and Chief Financial Officer</i>	\$ 124,644
Dane A. Drobny <i>Senior Vice President, General Counsel and Corporate Secretary</i>	\$ 17,425
William K. Phelan <i>Senior Vice President, Finance</i>	\$ 12,236

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

10.1 Form of Cash Award Addendum to Restricted Stock Award Agreement

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/ Robert A. Riecker

Robert A. Riecker

Vice President, Controller and Chief Accounting Officer

Date: September 28, 2012

**Exhibit Index**

10.1 Form of Cash Award Addendum to Restricted Stock Award Agreement

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