

SEARS HOLDINGS CORP  
Form 8-A12B  
October 30, 2014

As filed with the Securities and Exchange Commission on October 30, 2014

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Sears Holdings Corporation**  
**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**20-1920798**  
**(IRS Employer**  
**Identification No.)**

**3333 Beverly Road**  
**Hoffman Estates, Illinois**  
**(Address of Principal Executive Offices)**

**60179**  
**(Zip Code)**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

Securities Act registration statement file number to which this form relates:

Securities to be registered pursuant to Section 12(b) of the Act:

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

**Not Applicable**

(If applicable)

Title of each Class

to be so Registered  
**Rights to purchase Units consisting of**

**Senior Notes and Warrants**

**Warrants to Purchase Common Stock**

Securities to be registered pursuant to Section 12(g) of the Act:

Name of Each Exchange on Which

Each Class is to be Registered  
**The NASDAQ Stock Market LLC**

**The NASDAQ Stock Market LLC**

**None**

(Title of Class)

**Item 1: Description of Registrant's Securities to be Registered.**

The securities to be registered hereby are (i) transferable subscription rights (the Rights) of Sears Holdings Corporation (the Company), to purchase up to 1,250,000 units, each consisting of (a) a 8% senior note due 2019 in the principal amount of \$500 (Notes) and (b) 17.5994 warrants (Warrants), each of which entitles the holder thereof to purchase a common share, \$0.01 par value, of the Company, and (ii) Warrants.

A description of the Rights is set forth under (i) the section captioned Description of Rights in the registrant's prospectus, dated October 20, 2014 (the Base Prospectus), which relates to the registrant's registration statement on Form S-3 (No. 333-199475), as amended on the date hereof (the Registration Statement), as supplemented by (ii) the section captioned The Rights Offering in the registrant's prospectus supplement, dated October 30, 2014 (the Prospectus Supplement), to the Base Prospectus, and (iii) the Form of Rights Certificate included as Exhibit 4.1 to the Company's Post-Effective Amendment No. 1 to the Registration Statement, filed on October 30, 2014 (the Post-Effective Amendment), each of which is hereby incorporated by reference into this registration statement.

A description of the Warrants is set forth under (i) the section captioned Description of Warrants in the Base Prospectus, as supplemented by (ii) the section captioned Description of the Warrants in the Prospectus Supplement, and (iii) the Form of Warrant Agreement included as Exhibit 4.4 to the Post-Effective Amendment, each of which is hereby incorporated by reference into this registration statement.

**Item 2: Exhibits.**

The registrant hereby incorporates by reference the following exhibits:

<b>Exhibit No.</b>	<b>Description</b>
4.1	Form of Rights Certificate (incorporated by reference to Exhibit 4.1. to the registrant's Registration Statement on Form S-3, as post-effectively amended on October 30, 2014)
4.4	Form of Warrant Agreement between Sears Holdings Corporation and Computershare Inc. and Computershare Trust Company, N.A., as warrant agent (including form of warrant certificate) (incorporated by reference to Exhibit 4.4 to the registrant's Registration Statement on Form S-3, as post-effectively amended on October 30, 2014)

**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

**SEARS HOLDINGS CORPORATION**

Date: October 30, 2014

By: /s/ Robert A. Riecker  
Name: Robert A. Riecker  
Title: Vice President, Controller and Chief  
Accounting Officer