

BERKOWITZ BRUCE R
Form 4
October 13, 2017

FORM 4

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

OMB APPROVAL

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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 *
FAIRHOLME CAPITAL
MANAGEMENT LLC

(Last) (First) (Middle)

4400 BISCAYNE
BOULEVARD, 9TH FLOOR

(Street)

MIAMI, FL 33137

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

SEARS HOLDINGS CORP [SHLD]

3. Date of Earliest Transaction
(Month/Day/Year)

10/12/2017

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)

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------|---|-----------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Shares, \$.01 par value | 10/12/2017 | | J ⁽¹⁾ | | 491,064 | D | \$ 0 | 28,352,684 | I | See Footnote ⁽²⁾ |
| Common Shares, \$.01 par value | 10/12/2017 | | J ⁽³⁾ | | 975,204 | D | \$ 0 | 27,377,480 | I | See Footnote ⁽²⁾ |
| Common Shares, \$.01 par value | 10/12/2017 | | J ⁽³⁾ | | 975,204 | A | \$ 0 | 28,352,684 | I | See Footnote ⁽²⁾ |

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| | | | | | | | | |
|---------------------------------|------------|-------------|---------|---|------|----------------------------------|-------------------------|-------------------------|
| Common Shares, \$0.01 par value | 10/12/2017 | <u>J(4)</u> | 946,816 | D | \$ 0 | 27,405,868 | I | See Footnote <u>(2)</u> |
| Common Shares, \$0.01 par value | 10/12/2017 | <u>J(4)</u> | 946,816 | A | \$ 0 | <u>27,218,418</u> ⁽⁵⁾ | I | See Footnote <u>(2)</u> |
| Common Shares, \$0.01 par value | 10/12/2017 | <u>J(6)</u> | 727,816 | D | \$ 0 | 799,516 | <u>D</u> ⁽⁷⁾ | |
| Common Shares, \$0.01 par value | | | | | | 16,291,673 | I | See Footnote <u>(8)</u> |

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.

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(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 Underlying (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|--|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title |
| Warrants to Purchase Common Stock, par value \$0.01 | \$ 25.686 | 10/12/2017 | | <u>J(1)</u> | 546,747 | 11/18/2014 12/15/2019 | Common Stock, par value \$0.01 |
| Warrants to Purchase Common Stock, par value \$0.01 | \$ 25.686 | 10/12/2017 | | <u>J(3)</u> | 1,085,782 | 11/18/2014 12/15/2019 | Common Stock, par value \$0.01 |

| | | | | | | | |
|---|-----------|------------|------------------|-----------|------------|------------|--------------------------------|
| Warrants to Purchase Common Stock, par value \$0.01 | \$ 25.686 | 10/12/2017 | J ⁽³⁾ | 1,085,782 | 11/18/2014 | 12/15/2019 | Common Stock, par value \$0.01 |
| Warrants to Purchase Common Stock, par value \$0.01 | \$ 25.686 | 10/12/2017 | J ⁽⁴⁾ | 1,054,177 | 11/18/2014 | 12/15/2019 | Common Stock, par value \$0.01 |
| Warrants to Purchase Common Stock, par value \$0.01 | \$ 25.686 | 10/12/2017 | J ⁽⁴⁾ | 1,054,177 | 11/18/2014 | 12/15/2019 | Common Stock, par value \$0.01 |
| Warrants to Purchase Common Stock, par value \$0.01 | \$ 25.686 | 10/12/2017 | J ⁽⁶⁾ | 810,345 | 11/18/2014 | 12/15/2019 | Common Stock, par value \$0.01 |
| Warrants to Purchase Common Stock, par value \$0.01 | \$ 25.686 | | | | 11/18/2014 | 12/15/2019 | Common Stock, par value \$0.01 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FAIRHOLME CAPITAL MANAGEMENT LLC 4400 BISCAYNE BOULEVARD 9TH FLOOR MIAMI, FL 33137 | X | X | | |
| BERKOWITZ BRUCE R C/O FAIRHOLME CAPITAL MANAGEMENT, L.L.C. | X | X | | |

