

SEARS HOLDINGS CORP  
Form 8-K  
May 07, 2010

**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): May 4, 2010

**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**

**Section 5.07 Submission of Matters to a Vote of Security Holders.**

On May 4, 2010, Sears Holdings Corporation (the Company) held its annual meeting of stockholders at the Company's offices in Hoffman Estates, Illinois.

W. Bruce Johnson, William C. Kunkler, III, Edward S. Lampert, Steven T. Mnuchin, Ann N. Reese, Emily Scott and Thomas J. Tisch were elected to the Board of Directors for one-year terms expiring at the 2011 annual meeting of stockholders. The stockholders also ratified the Audit Committee's appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2010. The votes on these matters were as follows:

1. Election of Directors

<b>Name</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Vote</b>
W. Bruce Johnson	103,083,537	324,563	4,176,652
William C. Kunkler, III	103,058,741	349,359	4,176,652
Edward S. Lampert	103,017,284	390,816	4,176,652
Steven T. Mnuchin	102,521,492	886,608	4,176,652
Ann N. Reese	100,560,394	2,847,706	4,176,652
Emily Scott	103,047,803	360,297	4,176,652
Thomas J. Tisch	103,092,650	315,450	4,176,652

2. Appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2010

<b>For</b>	<b>Against</b>	<b>Abstain</b>
107,305,278	212,100	67,374

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: May 7, 2010