

SEARS HOLDINGS CORP  
Form 10-Q/A  
May 26, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
Amendment No. 1

to  
FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934 FOR THE QUARTERLY PERIOD ENDED OCTOBER 31, 2015

OR  
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

Commission file number 000-51217, 001-36693  
SEARS HOLDINGS CORPORATION  
(Exact name of registrant as specified in its charter)

DELAWARE 20-1920798  
(State of Incorporation) (I.R.S. Employer Identification No.)

3333 BEVERLY ROAD, HOFFMAN ESTATES, ILLINOIS 60179  
(Address of principal executive offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (847) 286-2500

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of November 27, 2015, the registrant had 106,689,188 common shares, \$0.01 par value, outstanding.

Explanatory Note

This Amendment No. 1 to Form 10-Q (this “Amended Filing”) amends the Quarterly Report on Form 10-Q of Sears Holdings Corporation (the “Company”) for the third fiscal quarter ended October 31, 2015, which was originally filed on December 3, 2015 (the “Original Filing”). The Company is filing this Amended Filing solely for the purpose of refiling Exhibit 10.1 thereto to include certain portions of Exhibit 10.1 for which the Company previously requested confidential treatment.

This Amended Filing does not modify or update any part of or information set forth in the Original Filing other than Exhibit 10.1, and this Amended Filing continues to speak as of the date of the Original Filing.

PART II. OTHER INFORMATION

ITEM 6. EXHIBITS

(a) Exhibits.

An Exhibit Index has been filed as part of this Report on Page E-1.

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

Date: May 26, 2016 By: /s/ ROBERT A. RIECKER  
Name: Robert A. Riecker  
Title: Vice President, Controller and Chief  
Accounting Officer

SEARS HOLDINGS CORPORATION  
EXHIBIT INDEX

Exhibit Description

- 3.1 Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to Registrant's Current Report on Form 8-K, dated March 24, 2005, filed on March 24, 2005 (File No. 000-51217)).
- 3.2 Amended and Restated By-Laws (incorporated by reference to Exhibit 3.2 to Registrant's Current Report on Form 8-K, dated January 22, 2014, filed on January 24, 2014 (File No. 000-51217)).
- \*10.1 Summary of Proposed Terms Regarding the Pension Plan Protection and Forbearance Agreement Between PBGC and Sears, dated September 4, 2015, by and between Sears Holdings Corporation and the Pension Benefit Guaranty Corporation.<sup>(1)</sup>
- \*31.1 Certifications of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- \*31.2 Certifications of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- \*\*32.1 Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- \*\*32.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

The following financial information from the Quarterly Report on Form 10-Q for the fiscal quarter ended October 31, 2015, formatted in XBRL (eXtensible Business Reporting Language) and furnished electronically herewith: (i) the Condensed Consolidated Statements of Operations (Unaudited) for the 13 and 39 Weeks Ended October 31, 2015 and November 1, 2014; (ii) the Condensed Consolidated Statements of Comprehensive Income (Loss) (Unaudited) for the 13 and 39 Weeks Ended October 31, 2015 and November 1, 2014; (iii) the Condensed Consolidated Balance Sheets (Unaudited) as of October 31, 2015, November 1, 2014 and January 31, 2015; (iv) the Condensed Consolidated Statements of Cash Flows (Unaudited) for the 39 Weeks Ended October 31, 2015 and November 1, 2014; (v) the Condensed Consolidated Statements of Equity (Unaudited) for the 39 Weeks Ended October 31, 2015 and November 1, 2014; and (vi) the Notes to the Condensed Consolidated Financial Statements (Unaudited).

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\* Filed herewith.

\*\* Previously filed.

Portions of Exhibit 10.1 have been omitted pursuant to a request for confidential treatment. The omitted material <sup>(1)</sup> has been filed separately with the Securities and Exchange Commission.

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