

LANDS' END, INC.

Reported by
GOOCH JAMES F

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/03/17 for the Period Ending 05/01/17

| | |
|-------------|--|
| Address | ONE LANDS END LN DODGEVILLE, WI 53595 |
| Telephone | 6089359341 |
| CIK | 0000799288 |
| Symbol | LE |
| SIC Code | 5651 - Family Clothing Stores |
| Industry | Apparel & Accessories Retailers |
| Sector | Consumer Cyclical |
| Fiscal Year | 01/31 |

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 or
Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | |
|---|--|--|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| GOOCH JAMES F | | | LANDS' END, INC. [LE] | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, COO & CFO | | |
| (Last) (First) (Middle) | | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| 1 LANDS' END LANE | | | 5/1/2017 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| DODGEVILLE, WI 53595 | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| (City) (State) (Zip) | | | | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------|----------------|---|------------------------------|---|---|---------------|---------|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 5/2/2017 | | M | | 3186 | A | \$0 (1) | 3186 | D | |
| Common Stock | 5/2/2017 | | F | | 1007 (2) | D | \$24.05 | 2179 | D | |

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|-------------------|---|---------------------------------|---|--|-----|--|--------------------|--|----------------------------------|---|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | \$0.0 (1) | 5/1/2017 | | A | | 12940 | | (3) | (3) | Common Stock | 12940.0 | \$0 | 56668 | D | |
| Restricted Stock Units | \$0.0 (1) | 5/2/2017 | | M | | 3186 | | (4) | (4) | Common Stock | 3186.0 | \$0 | 53482 | D | |

Explanation of Responses:

- Each Restricted Stock Unit ("RSU") represented a contingent right to receive one share of common stock upon satisfaction of the vesting conditions.
- Represents shares surrendered to the issuer for payment of the reporting person's tax withholding obligation incurred in connection with the vesting of RSUs on May 2, 2017.
- These are time-based restricted stock units ("RSUs") that will vest, assuming continued employment, in three annual installments on May 1, 2018 (25%), May 1, 2019 (25%) and May 1, 2020 (50%).
- This RSU award was granted on May 2, 2016, with vesting in three annual installments on May 2, 2017 (25%), May 2, 2018 (25%) and May 2, 2019 (50%).

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOOCH JAMES F 1 LANDS' END LANE DODGEVILLE, WI 53595 | | | EVP, COO & CFO | |

Signatures

/s/ James F. Gooch

5/3/2017

**Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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