

SEARS HOLDINGS CORP
Form SC 13D/A
March 11, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 21) *

Sears Holdings Corporation

(Name of Issuer)

Common Shares

(Title of Class of Securities)

812350106

(CUSIP Number)

Janice V. Sharry, Esq.

Haynes and Boone, LLP

2323 Victory Avenue, Suite 700

Dallas, Texas 75219

(214) 651-5000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

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March 11, 2013

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 812350106

1. Names of Reporting Persons.

ESL Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially 29,410,437

8. Shared Voting Power

Owned by

Each

Reporting 0
9. Sole Dispositive Power

Person

With 29,410,437

10. Shared Dispositive Power

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25,041,046

11. Aggregate Amount Beneficially Owned by Each Reporting Person

54,451,483

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

51.2% (1)

14. Type of Reporting Person (See Instructions)

PN

(1) Based upon 106,425,638 common shares outstanding as of November 9, 2012, as disclosed in Holdings Quarterly Report on Form 10-Q for the quarter ended October 27, 2012 that was filed by Holdings with the Securities and Exchange Commission on November 16, 2012.

CUSIP No. 812350106

1. Names of Reporting Persons.

SPE I Partners, LP

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) x

(b) ..

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially 1,939,872

8. Shared Voting Power

Owned by

Each

Reporting 0
9. Sole Dispositive Power

Person

With 1,939,872

10. Shared Dispositive Power

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0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,939,872

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

1.8% (1)

14. Type of Reporting Person (See Instructions)

PN

(1) Based upon 106,425,638 common shares outstanding as of November 9, 2012, as disclosed in Holdings Quarterly Report on Form 10-Q for the quarter ended October 27, 2012 that was filed by Holdings with the Securities and Exchange Commission on November 16, 2012.

CUSIP No. 812350106

1. Names of Reporting Persons.

SPE Master I, LP

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially 2,494,783

8. Shared Voting Power

Owned by

Each

Reporting 0
9. Sole Dispositive Power

Person

With 2,494,783

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,494,783

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

2.3% (1)

14. Type of Reporting Person (See Instructions)

PN

(1) Based upon 106,425,638 common shares outstanding as of November 9, 2012, as disclosed in Holdings Quarterly Report on Form 10-Q for the quarter ended October 27, 2012 that was filed by Holdings with the Securities and Exchange Commission on November 16, 2012.

CUSIP No. 812350106

1. Names of Reporting Persons.

RBS Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially 33,845,092

8. Shared Voting Power

Owned by

Each

Reporting 0
9. Sole Dispositive Power

Person

With 33,845,092

10. Shared Dispositive Power

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25,041,046

11. Aggregate Amount Beneficially Owned by Each Reporting Person

58,886,138

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

55.3% (1)

14. Type of Reporting Person (See Instructions)

PN

(1) Based upon 106,425,638 common shares outstanding as of November 9, 2012, as disclosed in Holdings Quarterly Report on Form 10-Q for the quarter ended October 27, 2012 that was filed by Holdings with the Securities and Exchange Commission on November 16, 2012.

CUSIP No. 812350106

1. Names of Reporting Persons.

ESL Institutional Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially 10,230

8. Shared Voting Power

Owned by

Each

Reporting 0
9. Sole Dispositive Power

Person

With 10,230

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

10,230

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

0.0% (1)

14. Type of Reporting Person (See Instructions)

PN

(1) Based upon 106,425,638 common shares outstanding as of November 9, 2012, as disclosed in Holdings Quarterly Report on Form 10-Q for the quarter ended October 27, 2012 that was filed by Holdings with the Securities and Exchange Commission on November 16, 2012.

CUSIP No. 812350106

1. Names of Reporting Persons.

RBS Investment Management, L.L.C.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially 10,230

8. Shared Voting Power

Owned by

Each

Reporting 0
9. Sole Dispositive Power

Person

With 10,230

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

10,230

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

0.0% (1)

14. Type of Reporting Person (See Instructions)

OO

(1) Based upon 106,425,638 common shares outstanding as of November 9, 2012, as disclosed in Holdings Quarterly Report on Form 10-Q for the quarter ended October 27, 2012 that was filed by Holdings with the Securities and Exchange Commission on November 16, 2012.

CUSIP No. 812350106

1. Names of Reporting Persons.

CRK Partners, L.L.C.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially 747

8. Shared Voting Power

Owned by

Each

Reporting 0

9. Sole Dispositive Power

Person

With 747

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

747

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

0.0% (1)

14. Type of Reporting Person (See Instructions)

OO

(1) Based upon 106,425,638 common shares outstanding as of November 9, 2012, as disclosed in Holdings Quarterly Report on Form 10-Q for the quarter ended October 27, 2012 that was filed by Holdings with the Securities and Exchange Commission on November 16, 2012.

CUSIP No. 812350106

1. Names of Reporting Persons.

ESL Investments, Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Delaware

Number of 7. Sole Voting Power

Shares

Beneficially 33,856,069

8. Shared Voting Power

Owned by

Each

Reporting 0
9. Sole Dispositive Power

Person

With 33,856,069

10. Shared Dispositive Power

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25,041,046

11. Aggregate Amount Beneficially Owned by Each Reporting Person

58,897,115

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

55.3% (1)

14. Type of Reporting Person (See Instructions)

CO

(1) Based upon 106,425,638 common shares outstanding as of November 9, 2012, as disclosed in Holdings Quarterly Report on Form 10-Q for the quarter ended October 27, 2012 that was filed by Holdings with the Securities and Exchange Commission on November 16, 2012.

CUSIP No. 812350106

1. Names of Reporting Persons.

Edward S. Lampert

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

United States

Number of 7. Sole Voting Power

Shares

Beneficially 58,897,115

8. Shared Voting Power

Owned by

Each

Reporting 0
9. Sole Dispositive Power

Person

With 33,856,069

10. Shared Dispositive Power

25,041,046

11. Aggregate Amount Beneficially Owned by Each Reporting Person

58,897,115

12.