

SEARS HOLDINGS CORP  
Form 8-K  
October 20, 2014

**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): October 20, 2014**

**SEARS HOLDINGS CORPORATION**  
**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**000-51217**  
**(Commission**  
  
**File Number)**  
**3333 Beverly Road**

**20-1920798**  
**(I.R.S. Employer**  
  
**Identification No.)**

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**Hoffman Estates, Illinois 60179**

**(Address Of Principal Executive Offices, including Zip Code)**

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

**Not Applicable**

**(Former Name or Former Address, If Changed Since Last Report)**

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:

- .. 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))

**Item 8.01 Other Events**

On October 20, 2014, the Registrant issued a press release regarding its intention to conduct a rights offering of units consisting of up to \$625 million in aggregate principal amount of 8% senior notes due 2019 and warrants to purchase shares of its common stock. The press release is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

Exhibit 99.1 Press Release, dated October 20, 2014

**Private Securities Litigation Reform Act of 1995**

**A Caution Concerning Forward-Looking Statements**

This Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements about the rights offering, and certain terms and expectations regarding the rights offering. The Registrant cautions that these forward-looking statements are subject to risks, uncertainties and assumptions, many of which are beyond its control, that may cause actual results to differ materially from those indicated in the forward-looking statements, for a number of reasons, including without limitation, risks and uncertainties relating to the rights offering, and the timing and certainty of the completion of the transaction. Additional information concerning other factors is contained in the Registrant's annual report on Form 10-K for the fiscal year ended February 1, 2014 and subsequent filings with the SEC. The Registrant intends the forward looking statements to speak only as of the time made and, except as required by law, do not undertake to update or revise them as more information becomes available.

**SIGNATURE**

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 hereunto duly authorized.

SEARS HOLDINGS CORPORATION

Dated: October 20, 2014

/s/ Robert A. Riecker

By: Robert A. Riecker

Its: Vice President, Controller and Chief

Accounting Officer

**EXHIBIT INDEX**

Exhibit 99.1 Press Release, dated October 20, 2014