

Seritage Growth Properties  
Form 8-K  
June 23, 2017

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): June 23, 2017 (June 21, 2017)

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SERITAGE GROWTH PROPERTIES  
(Exact Name of Registrant as Specified in Its Charter)

Maryland 001-37420 38-3976287  
(State or Other Jurisdiction of Incorporation) (Commission File Number) (I.R.S. Employer Identification No.)  
489 Fifth Avenue, 18<sup>th</sup> Floor  
New York, New York 10017  
(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (212) 355-7800

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 8.01. Other Events.

On June 21, 2017, pursuant to the terms of the master lease (the “Master Lease”) between subsidiaries of Seritage Growth Properties (“Seritage”) and subsidiaries of Sears Holdings Corp. (“Sears Holdings”), Sears Holdings exercised its right under the Master Lease to terminate the Master Lease with respect to 20 unprofitable stores totaling approximately 3.8 million square feet of gross leasable area. The aggregate annual base rent at these stores is approximately \$11.2 million, or 4.9% of the Company’s total annual base rent as of March 31, 2017, including all signed leases. Sears Holdings will continue to pay Seritage rent until it vacates the stores which is expected to occur in October 2017. Sears Holdings will also pay Seritage a termination fee equal to one year of the aggregate annual base rent, plus one year of estimated annual operating expenses.

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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.

Date: June 23, 2017

SERITAGE GROWTH PROPERTIES

By: /s/ Matthew Fernand

Name: Matthew Fernand

Title: Executive Vice President, General Counsel & Secretary