

SEARS HOLDINGS CORP  
Form SC 13G/A  
February 17, 2015

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

SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

(Amendment No. 3)<sup>1</sup>

Sears Holdings Corporation  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

812350106  
(CUSIP Number)

December 31, 2014  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

---

<sup>1</sup> 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 the disclosures provided in a prior cover page.

The information required in 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 ("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 NAME OF REPORTING PERSON

BAKER STREET CAPITAL L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)  o  
GROUP (b)  o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF 5 SOLE VOTING POWER  
SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 6 - 0 -

SHARED VOTING POWER

7 - 0 -

SOLE DISPOSITIVE POWER

8 - 0 -

SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 0 -

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12 TYPE OF REPORTING PERSON

PN

CUSIP NO. 812350106

1 NAME OF REPORTING PERSON

BASKERVILLE SPV, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		- 0 -
	6	SHARED VOTING POWER
		- 0 -
	7	SOLE DISPOSITIVE POWER
		- 0 -
	8	SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 0 -

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12 TYPE OF REPORTING PERSON

PN

CUSIP NO. 812350106

1 NAME OF REPORTING PERSON

BAKER STREET CAPITAL MANAGEMENT, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o  
GROUP (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA

NUMBER OF 5 SOLE VOTING POWER  
SHARES

BENEFICIALLY - 0 -

OWNED BY 6 SHARED VOTING POWER  
EACH

REPORTING - 0 -

PERSON WITH 7 SOLE DISPOSITIVE POWER

- 0 -

8 SHARED DISPOSITIVE POWER

- 0 -

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 0 -

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12 TYPE OF REPORTING PERSON

OO

CUSIP NO. 812350106

1 NAME OF REPORTING PERSON

BAKER STREET CAPITAL GP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o  
GROUP (b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF 5 SOLE VOTING POWER  
SHARES

BENEFICIALLY - 0 -

OWNED BY 6 SHARED VOTING POWER

EACH - 0 -

REPORTING 7 SOLE DISPOSITIVE POWER  
PERSON WITH

8 - 0 -  
SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
- 0 -

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%  
12 TYPE OF REPORTING PERSON

OO

CUSIP NO. 812350106

1 NAME OF REPORTING PERSON

VADIM PERELMAN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5

SOLE VOTING POWER

- 0 -

6

SHARED VOTING POWER

- 0 -

7

SOLE DISPOSITIVE POWER

- 0 -

8

SHARED DISPOSITIVE POWER

- 0 -

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 0 -

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12 TYPE OF REPORTING PERSON

IN

CUSIP NO. 812350106

Item 1(a). Name of Issuer:

Sears Holdings Corporation

Item 1(b). Address of Issuer's Principal Executive Offices:

3333 Beverly Road, Hoffman Estates, Illinois 60179.

Item 2(a). Name of Person Filing:

This statement is jointly filed by Baker Street Capital L.P., a Delaware limited partnership ("BSC LP"), Baskerville SPV, L.P., a limited partnership organized under the laws of the Cayman Islands ("Baskerville SPV"), Baker Street Capital Management, LLC, a California limited liability company ("Baker Street Capital Management"), Baker Street Capital GP, LLC, a Delaware limited liability company ("Baker Street Capital GP") and Vadim Perelman ("Mr. Perelman"). Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons."

Baker Street Capital GP is the general partner of each of BSC LP and Baskerville SPV. Baker Street Capital Management is the investment manager of each of BSC LP and Baskerville SPV. Mr. Perelman is the managing member of each of Baker Street Capital Management and Baker Street Capital GP.

Item 2(b). Address of Principal Business Office or, if none, Residence:

The principal business address of each of the Reporting Persons, other than Baskerville SPV, is 12400 Wilshire Blvd., Suite 940, Los Angeles, California 90025. The principal business address of Baskerville SPV is c/o Stuarts Corporate Services Ltd., P.O. Box 2510, Grand Cayman KY1-1104, Cayman Islands.

Item 2(c). Citizenship:

BSC LP is organized under the laws of the State of Delaware. Baskerville SPV is organized under the laws of the Cayman Islands. Baker Street Capital Management is organized under the laws of the State of California. Baker Street Capital GP is organized under the laws of the State of Delaware. Mr. Perelman is a citizen of the United States of America.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.01 per share (the "Shares").

Item 2(e). CUSIP Number:

812350106



CUSIP NO. 812350106

Item 3. If this statement is filed pursuant to Section 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

/X/

Not Applicable

(a)  /  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).

(b)  /  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).

(c)  /  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).

(d)  /  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e)  /  Investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E).

(f)  /  Employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F).

(g)  /  Parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G).

(h)  /  Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

(i)  /  Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3).

(j)  /  Non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J).

(k)  /  Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

Item 4.  Ownership.

As of December 31, 2014, the Reporting Persons no longer beneficially own any securities of the Issuer.

Item 5.  Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6.  Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7.  Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item 8.  Identification and Classification of Members of the Group.

See Exhibit 99.1 to the Schedule 13G, as amended, filed by the Reporting Persons with the Securities and Exchange Commission on December 10, 2013.

CUSIP NO. 812350106

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

9

---

CUSIP NO. 812350106

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 17, 2015

BAKER STREET CAPITAL L.P.

By: Baker Street Capital GP, LLC  
General Partner

By: /s/ Vadim Perelman  
Name: Vadim Perelman  
Title: Managing Member

BASKERVILLE SPV, L.P.

By: Baker Street Capital GP, LLC  
General Partner

By: /s/ Vadim Perelman  
Name: Vadim Perelman  
Title: Managing Member

BAKER STREET CAPITAL GP, LLC

By: /s/ Vadim Perelman  
Name: Vadim Perelman  
Title: Managing Member

BAKER STREET CAPITAL MANAGEMENT, LLC

By: /s/ Vadim Perelman  
Name: Vadim Perelman  
Title: Managing Member

/s/ Vadim Perelman  
VADIM PERELMAN

