

JPP II, LLC

Form 3

March 22, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*

JPP II, LLC

(Last)

(First)

(Middle)

1170 KANE CONCOURSE,  
SUITE 200

(Street)

BAY HARBOR  
ISLANDS, FL 33154

(City)

(State)

(Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

03/20/2018

3. Issuer Name and Ticker or Trading Symbol  
SEARS HOLDINGS CORP [SHLD]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting  
Person  
\_\_\_\_ Form filed by More than One  
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative  
Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)Date  
ExercisableExpiration  
Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

Amount or  
Number of  
Shares4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect  
(I)6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

(Instr. 5)

Second Lien Term Loan	03/20/2018	07/20/2020	Common Stock, par value \$0.01 per share	18,813,200	\$ <u>(1)</u>	D <u>(2)</u> <u>(3)</u>	Â
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JPP II, LLC 1170 KANE CONCOURSE, SUITE 200 BAY HARBOR ISLANDS, FL 33154	Â	Â X	Â	Â

## Signatures

JPP II, LLC, By: ESL Partners, L.P., Its: Sole Member, By: RBS Partners, L.P., Its: General Partner, By: ESL Investments, Inc., Its: General Partner, By: /s/ Edward S. Lampert, Name: Edward S. Lampert, Title: Chief Executive Officer

03/22/2018

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The obligations of Sears Holdings Corporation (the "Issuer") with respect to the Second Lien Term Loan may be converted into shares of

(1) common stock of the Issuer, par value \$0.01 per share ("Shares"), at the option of JPP II, LLC at a conversion rate of 200 Shares per \$1,000 in principal amount of indebtedness outstanding under the Second Lien Term Loan (subject to adjustment).

(2) This Form 3 is being concurrently filed with a Form 4 filing by the reporting person and certain of its affiliates that discloses and describes the acquisition of the securities covered by this statement.

(3) The reporting person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such persons in such securities.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.