

SEARS HOLDINGS CORP  
Form 8-K  
October 01, 2010

**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): September 28, 2010

**SEARS HOLDINGS CORPORATION**

(Exact name of registrant as specified in charter)

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

**000-51217**  
(Commission  
File Number)

**20-1920798**  
(IRS Employer  
Identification No.)

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**3333 Beverly Road**  
**Hoffman Estates, Illinois** **60179**  
(Address of principal executive offices) (Zip code)  
**Registrant's telephone number, including area code: (847) 286-2500**

**(Former name or former address, if changed since last report): Not Applicable**

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))

**Item 8.01 Other Events**

On September 28, 2010, Sears Holdings Corporation (the Company) issued a press release announcing its intention to offer senior secured notes due 2018 in a private placement.

On September 30, 2010, the Company issued a press release announcing that it has agreed to sell in a private placement \$1 billion of 6<sup>5</sup>/<sub>8</sub>% senior secured notes due 2018 (the Notes). Concurrent with the closing of the sale of the Notes described above, the Company will sell \$250 million aggregate principal amount of Notes to the Company's domestic pension plan in a private placement.

The offering of the Notes will be made only to qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933, as amended (the Securities Act), and to certain non-U.S. persons in accordance with Regulation S under the Securities Act. The Notes will not be registered under the Securities Act and may not be offered or sold without registration unless pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and all applicable state laws. This report shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Notes in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

99.1 Press Release, dated September 28, 2010.

99.2 Press Release, dated September 30, 2010.

**SIGNATURES**

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 thereunto duly authorized.

SEARS HOLDINGS CORPORATION

By: /s/ Dorian R. Williams

Name: Dorian R. Williams

Title: Vice President, Deputy General

Counsel and Assistant Secretary

Date: October 1, 2010

**EXHIBIT INDEX**

- 99.1 Press Release, dated September 28, 2010.
- 99.2 Press Release, dated September 30, 2010.