

SEARS HOLDINGS CORP
Form 8-K
March 11, 2019

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): March 11, 2019

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

Delaware
(State or Other Jurisdiction
of Incorporation)

000-51217, 001-36693
(Commission
File Number)

20-1920798
(IRS Employer
Identification No.)

3333 Beverly Road

Hoffman Estates, Illinois
(Address of principal executive offices)

60179
(Zip code)

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

(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))
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

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.

Item 7.01 Regulation FD Disclosure.

As previously reported, on October 15, 2018 (the *Petition Date*), Sears Holdings Corporation (the *Company*) and certain of its subsidiaries (collectively, the *Debtors*) filed voluntary petitions (the *Chapter 11 Cases*) in the United States Bankruptcy Court for the Southern District of New York (the *Bankruptcy Court*) seeking relief under chapter 11 of title 11 of the United States Code.

The *Company* does not believe that there will be sufficient funds or other assets in the Estate to allow holders of the *Company* 's common stock to receive any distribution of value in respect of their equity interests and expects to file a chapter 11 plan memorializing that belief in the coming weeks.

On March 8, 2019, the *Debtors* filed with the *Bankruptcy Court* their monthly operating report for the period beginning January 6, 2019 and ending February 2, 2019 (the *Monthly Operating Report*). The *Monthly Operating Report* is attached hereto as Exhibit 99.1, and is incorporated herein by reference. This Current Report on Form 8-K (including the exhibits hereto) will not be deemed an admission as to the materiality of any information required to be disclosed solely by Regulation FD. The *Monthly Operating Report* and other filings with the *Bankruptcy Court* related to the *Chapter 11 Cases* may be available electronically at <http://restructuring.primeclerk.com/sears>.

The information contained in this Item 7.01 shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the *Exchange Act*), or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of the *Company* 's filings under the Securities Act of 1933, as amended, or the *Exchange Act*, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

Cautionary Statement Regarding the Monthly Operating Report

The *Company* cautions investors and potential investors not to place undue reliance upon the information contained in the *Monthly Operating Report*, which was not prepared for the purpose of providing the basis for an investment decision relating to any of the securities of the *Company*. The *Monthly Operating Report* is limited in scope, covers a limited time period and has been prepared solely for the purpose of complying with the monthly reporting requirements of the *Bankruptcy Court*. The *Monthly Operating Report* was not audited or reviewed by independent accountants, was not prepared in accordance with generally accepted accounting principles in the United States, is in a format prescribed by applicable bankruptcy laws or rules, and is subject to future adjustment and reconciliation. There can be no assurance that, from the perspective of an investor or potential investor in the *Company* 's securities, the *Monthly Operating Report* is complete. The *Monthly Operating Report* also contains information for periods which are shorter or otherwise different from those required in the *Company* 's reports pursuant to the *Exchange Act*, and such information might not be indicative of the *Company* 's financial condition or operating results for the period that would be reflected in the *Company* 's financial statements or in its reports pursuant to the *Exchange Act*. Results set forth in the *Monthly Operating Report* should not be viewed as indicative of future results.

Furthermore, this Form 8-K and/or the *Monthly Operating Report* may include forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, included in this filing that address activities, events or developments that the *Company* expects, believes, targets or anticipates will or may occur in the future are forward-looking statements. The *Company* 's actual results may differ materially from those anticipated in these forward-looking statements as a result of certain risks and other factors, which could include the following: risks and uncertainties relating to the *Chapter 11 Cases*, including but not limited to, the *Company* 's ability to obtain *Bankruptcy Court* approval with respect to motions in the *Chapter 11 Cases*, the *Company* 's ability to confirm an acceptable plan of reorganization, the effects of the *Chapter 11 Cases* on the *Company* and on the interests of various constituents, *Bankruptcy Court* rulings in the *Chapter 11 Cases* and the outcome of the *Chapter 11 Cases* in general, the length of time the *Company* will operate under the *Chapter 11 Cases*,

risks associated with third-party motions in the Chapter 11 Cases; the Company's ability to realize proceeds from remaining assets and the terms and conditions of any such sales; risks related to the trading of the Company's common stock on the OTC Pink Market, particularly in light of the fact that the Company does not believe that there will be sufficient funds or other assets in the Estate to allow holders of the Company's common stock to receive any distribution of value in respect of their equity interests; as well as other risk factors set forth in the Company's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q filed with the Securities and Exchange Commission. The Company therefore cautions readers against relying on these forward-looking statements. All forward-looking statements attributable to the Company or persons acting on the Company's behalf are expressly qualified in their entirety by the foregoing cautionary statements. All such statements speak only as of the date made, and, except as required by law, the Company undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Monthly Operating Report for the period ended February 2, 2019, filed with the United States Bankruptcy Court for the Southern District of New York

Exhibit Index

| Exhibit No. | Exhibit |
|-------------|---|
| 99.1 | Monthly Operating Report for the period ended February 2, 2019, filed with the United States Bankruptcy Court for the Southern District of New York |

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

By: /s/ Mohsin Meghji
Mohsin Meghji
Chief Restructuring Officer

Dated: March 11, 2019