

LANDS' END, INC.  
Form 8-K  
May 06, 2015

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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): April 30, 2015

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LANDS' END, INC.  
(Exact Name of Registrant as Specified in its Charter)

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Delaware	001-09769	36-2512786
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)
1 Lands' End Lane Dodgeville, Wisconsin (Address of Principal Executive Offices)	53595 (Zip Code)	

Registrant's telephone number, including area code: (608) 935-9341

Not Applicable

(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 (See General Instructions 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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 30, 2015, the Compensation Committee of the Board of Directors (the "Compensation Committee") of Lands' End, Inc. (the "Company") approved the 2015 performance goals, measures, definitions, awards and other particulars under the Lands' Inc. Annual Incentive Plan, as amended and restated (the "AIP"), the plan document for which was approved on April 9, 2015 (together with the AIP, the "2015 AIP"). Also on April 30, 2015, the Compensation Committee approved 2015 performance goals, measures, definitions, awards and other particulars under the Lands' End, Inc. Long-Term Incentive Program, as amended and restated (the "LTIP"), the plan document for which was approved on April 9, 2015 (together with the LTIP, the "2015 LTIP") and Restricted Stock Unit awards under the Lands' End, Inc. 2014 Stock Plan (the "Stock Plan"), as amended and restated, the plan document for which was approved on April 9, 2015 (the "2015 RSU Awards"). The Compensation Committee's actions with respect to the 2015 AIP and the 2015 LTIP are subject to stockholder approval of the Lands' End, Inc. Umbrella Incentive Program, as amended and restated, at the Company's annual meeting of stockholders to be held on June 5, 2015 (the "2015 Annual Meeting"). The Compensation Committee's approval of the 2015 RSU Awards is subject to stockholder approval of the Stock Plan at the 2015 Annual Meeting.

The Company's chief executive officer and each current executive officer who is named in the summary compensation table of the proxy statement for the 2015 Annual Meeting was granted an award under the 2015 AIP, an award under the 2015 LTIP and a 2015 RSU Award. These executive officers are: Federica Marchionni, President and Chief Executive Officer; Michael P. Rosera, Executive Vice President, Chief Operating Officer, Chief Financial Officer and Treasurer; Steven G. Rado, Senior Vice President, Chief Marketing Officer; and Kelly Ritchie, Senior Vice President, Employee and Customer Services.

The following summaries are qualified in their entirety by reference to the complete text of the applicable documents.

#### 2015 AIP

Awards under the 2015 AIP represent the right to receive cash or, at the discretion of the Compensation Committee, shares of the Company's common stock in lieu of cash or a combination of cash and shares upon the achievement of certain performance goals.

The AIP provides that, for each performance period, the Compensation Committee will establish in writing the applicable financial performance goals and any particulars or components and the annual incentive opportunity and assignment with respect to each participant. The financial performance goal under the 2015 AIP is based solely on a specified EBITDA (earnings before interest, taxes, depreciation and amortization) performance measure.

The Compensation Committee determined threshold, target and maximum goals for the performance measure under the 2015 AIP. A threshold level of performance will generate a payout at 10% of the 2015 AIP target opportunity and a target level of performance will generate a payout at 100% of the 2015 LTIP target opportunity. The maximum incentive opportunity under the 2015 LTIP is 200% of the participant's target award amount.

The target award percentage of base salary under the 2015 AIP is 100% of base salary for Ms. Marchionni, 65% of base salary for Mr. Rosera and 50% of base salary for each of Mr. Rado and Ms. Ritchie.

The Company will pay awards earned under the 2015 AIP to participants no later than the date that is the 15th day of the third month following fiscal year 2015, provided that the participant is actively employed by the Company on the payment date (unless otherwise prohibited by law). Certain additional conditions will apply in order for a participant whose employment with us terminates due to his or her death or disability prior to the payment date.

### Long-Term Incentive Structure

There are two components of the Company's long-term incentive structure ("LTI") for fiscal year 2015: awards under the 2015 LTIP and the 2015 RSU Awards. The 2015 LTIP is intended as a performance-based incentive program and the 2015 RSU Awards are intended to be a time-based incentive program.

The total LTI target award percentage of base salary is 150% of base salary for Ms. Marchionni and 100% of base salary for each of Mr. Rosera, Mr. Rado and Ms. Ritchie, with 75% of each officer's LTI target opportunity awarded under the 2015 LTIP and 25% of each officer's LTI target opportunity awarded in the form of the 2015 RSU Awards.

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## 2015 LTIP

Awards under the 2015 LTIP represent the right to receive cash or, at the discretion of the Compensation Committee, shares of the Company's common stock in lieu of cash, or a combination of cash and shares, upon the achievement of certain performance goals for each year in a three-year period and/or for the cumulative period. The performance period for the 2015 LTIP is fiscal years 2015 through 2017. The Compensation Committee determined threshold, target and maximum goals for each performance measure under the 2015 LTIP. Opportunities for participants under the 2015 LTIP are based on (1) a specified EBITDA performance measure (80% of LTIP target opportunity), and (2) a non-retail revenue performance measure (20% of LTIP target opportunity), with specific independent target opportunities by fiscal year, the three-year period, and performance measure as follows:

	Target Opportunity Weighting
EBITDA (80% of LTIP Target Opportunity)	
Fiscal 2015	8%
Fiscal 2016	16%
Fiscal 2017	24%
3-Year Cumulative	32%
Non Retail Revenue (20% of LTIP Target Opportunity)	
Fiscal 2015	2%
Fiscal 2016	4%
Fiscal 2017	6%
3-Year Cumulative	8%
Total LTIP Target Opportunity	100%

Under the 2015 LTIP, a threshold level of performance for a goal will generate a payout at 10% of the 2015 LTIP target opportunity subject to that goal and a target level of performance will generate a payout at 100% of the 2015 LTIP target opportunity subject to that goal. The maximum incentive opportunity under the 2015 LTIP is 200% of the participant's target award amount.

The Company will pay awards earned under the 2015 LTIP to participants no later than the date that is the 15th day of the third month following fiscal year 2017, provided that the participant is actively employed by us on the payment date (unless otherwise prohibited by law).

## 2015 RSU Awards

The 2015 RSU Awards are designed to constitute 25% of a participant's overall LTI target opportunity, based on the value of the participant's 2015 RSU Award on the grant date of May 1, 2015. Each Restricted Stock Unit represents a contingent right to receive one share of the Company's common stock upon satisfaction of the vesting conditions. The 2015 RSU Awards will vest in full on May 1, 2018, subject to satisfaction of vesting conditions, including continued employment.

## Executive Compensation Recovery Provisions

The Company's annual and long-term incentive programs contain executive compensation recovery provisions. The relevant provisions provide that the Company will seek reimbursement from participating executives if the Company's financial statements or approved financial measures are subject to restatement due to error or misconduct, to the extent

permitted by law.

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Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	2015 Additional Definitions Under Lands' End, Inc. Annual Incentive Plan (As Amended and Restated)
10.2	2015 Additional Definitions Under Lands' End, Inc. Long-Term Incentive Program (As Amended and Restated)
10.3	Form of Restricted Stock Unit Award Agreement (Timed-Based)

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SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LANDS' END, INC.

Date: May 5, 2015

By: /s/ Dorian R. Williams

Name: Dorian R. Williams

Title: Senior Vice President, General Counsel and Corporate Secretary