

SEARS HOLDINGS CORP  
Form S-8 POS  
March 21, 2018

As filed with the Securities and Exchange Commission on March 21, 2018

Registration No. 333-176859

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT NO. 333-176859  
REGISTRATION STATEMENT  
*UNDER*  
*THE SECURITIES ACT OF 1933*

SEARS HOLDINGS CORPORATION  
(Exact name of registrant as specified in its charter)

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**29-1920798**  
**(IRS Employer**  
**Identification No.)**

**3333 Beverly Road**

**Hoffman Estates, Illinois 60179**

**(Address of Principal Executive Offices, including Zip Code)**

**SEARS HOLDINGS CORPORATION**

**2006 STOCK PLAN**

**(Full title of the plan)**

**Stephen L. Sitley**

**General Counsel and Chief Compliance Officer**

**Sears Holdings Corporation**

**3333 Beverly Road**

**Hoffman Estates, Illinois 60179**

**(Name and address of agent for service)**

**(847) 286-2500**

**(Telephone number, including area code, of agent for service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

**REMOVAL OF SECURITIES FROM REGISTRATION**

Sears Holdings Corporation, a Delaware corporation (the Registrant ) and the Sears Holdings Corporation 2006 Stock Plan (the Plan ) filed a Registration Statement on Form S-8 (File No. 333-176859) (the Registration Statement ) with the Securities and Exchange Commission on September 15, 2011. The Registration Statement covered 350,000 shares of Common Stock, par value \$0.01 per share (the Common Stock ), of the Registrant to be issued under the Plan.

The Plan expired in accordance with its terms. Accordingly, no further offers or sales of the Registrant's Common Stock are being made through the Plan. In accordance with an undertaking made by the Registrant in the Registration Statement to remove by means of a post-effective amendment any securities that remain unsold at the termination of the offering, this Post-Effective Amendment is being filed to remove from registration the Common Stock not heretofore sold pursuant to the Registration Statement. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such Common Stock.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Village of Hoffman Estates, State of Illinois, on this 21<sup>st</sup> day of March, 2018

**SEARS HOLDINGS CORPORATION**

By: /s/ Robert A. Riecker  
Name: Robert A. Riecker  
Title: Chief Financial Officer