

SEARS HOLDINGS CORP  
Form 8-K  
May 01, 2013

**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): May 1, 2013**

**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**  
(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): 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 5.07 Submission of Matters to a Vote of Security Holders.**

On May 1, 2013, Sears Holdings Corporation (the Company) held its annual meeting of stockholders at the Company's offices in Hoffman Estates, Illinois. The meeting was held to vote on the matters described below.

**1. Election of Directors.** Paul G. DePodesta, William C. Kunkler, III, Edward S. Lampert, Steven T. Mnuchin, Ann N. Reese and Thomas J. Tisch were elected to the Board of Directors for a one-year term expiring at the 2014 annual meeting of stockholders and until their successors are elected and qualified. The votes on this matter were as follows:

| Name                    | For        | Withheld | Broker Non-Vote |
|-------------------------|------------|----------|-----------------|
| Paul G. DePodesta       | 91,572,728 | 397,354  | 6,510,057       |
| William C. Kunkler, III | 91,406,498 | 563,584  | 6,510,057       |
| Edward S. Lampert       | 91,203,012 | 767,070  | 6,510,057       |
| Steven T. Mnuchin       | 91,357,993 | 612,089  | 6,510,057       |
| Ann N. Reese            | 91,393,771 | 576,311  | 6,510,057       |
| Thomas J. Tisch         | 91,396,929 | 573,153  | 6,510,057       |

**2. Advisory Vote to Approve the Compensation of Named Executive Officers.** The stockholders approved, by an advisory vote, the compensation of the named executive officers. The votes on this matter were as follows:

| For        | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 90,986,894 | 859,308 | 123,880 | 6,510,057       |

**3. Approval of the Sears Holdings Corporation 2013 Stock Plan.** The stockholders approved the Sears Holdings Corporation 2013 Stock Plan. The votes on this matter were as follows:

| For        | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 91,048,819 | 802,908 | 118,355 | 6,510,057       |

**4. Approval of an Amendment to the Performance Measures under the Amended and Restated Sears Holdings Corporation Umbrella Incentive Program.** The stockholders approved the amended and restated Sears Holdings Corporation Umbrella Incentive Program. The votes on this matter were as follows:

| For        | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 91,258,778 | 571,141 | 140,163 | 6,510,057       |

**5. Ratification of the Appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2013.**  
The stockholders ratified the Audit Committee's appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2013. The votes on this matter were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
| 98,122,548 | 276,237        | 81,354         |

**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/ Robert A. Riecker  
Robert A. Riecker,

Vice President, Controller and Chief

Accounting Officer

Date: May 1, 2013