

Edgar Filing: SEARS HOLDINGS CORP - Form SC 13D/A

SEARS HOLDINGS CORP  
Form SC 13D/A  
January 23, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 11)\*

Sears Holdings Corporation

-----  
(Name of Issuer)

Common Stock, par value \$0.01 per share

-----  
(Title of Class of Securities)

812350-10-6

-----  
(CUSIP Number)

John G. Finley  
Mario A. Ponce  
Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, New York 10017  
(212) 455-2000

-----  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

January 18, 2006

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Edgar Filing: SEARS HOLDINGS CORP - Form SC 13D/A

Exhibit Index: Page 18

CUSIP No. 812350-10-6

Page 2 of 20

---

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  ESL Investments, Inc., a Delaware corporation  IRS IDENTIFICATION NO.: 75-2435723	
---	--	--

---

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
---	--	---

---

3	SEC USE ONLY	
---	--------------	--

---

4	SOURCE OF FUNDS OO	
---	-----------------------	--

---

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	[ ]
---	---	-----

---

6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
---	--	--

---

	7	SOLE VOTING POWER  65,349,760	
--	---	-------------------------------------	--

---

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER  0	
---	---	------------------------------	--

---

	9	SOLE DISPOSITIVE POWER  65,349,760	
--	---	--	--

---

	10	SHARED DISPOSITIVE POWER  0	
--	----	-----------------------------------	--

---

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  65,349,760	
----	--	--

---

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	(X)
----	--	-----

Edgar Filing: SEARS HOLDINGS CORP - Form SC 13D/A

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
40.6%

---

14 TYPE OF REPORTING PERSON  
CO

---

CUSIP No. 812350-10-6

Page 3 of 20

---

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
Edward S. Lampert

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X  
(b) \_

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS  
OO

---

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e) [ ]

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

---

7 SOLE VOTING POWER  
65,365,759

---

8 SHARED VOTING POWER  
0

---

NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

9 SOLE DISPOSITIVE POWER  
65,365,759

---

10 SHARED DISPOSITIVE POWER  
0

---

Edgar Filing: SEARS HOLDINGS CORP - Form SC 13D/A

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
65,365,759

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES ( )

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
40.6%

---

14 TYPE OF REPORTING PERSON  
IN

---

CUSIP No. 812350-10-6

Page 4 of 20

---

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
CRK Partners, LLC, a Delaware limited liability company  
  
IRS IDENTIFICATION NO.: 75-2435723

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X  
(b) \_

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS  
N/A

---

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2 (d) OR 2 (e) [ ]

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

7 SOLE VOTING POWER  
747

---

8 SHARED VOTING POWER  
0

---

NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

9 SOLE DISPOSITIVE POWER

Edgar Filing: SEARS HOLDINGS CORP - Form SC 13D/A

747

---

10 SHARED DISPOSITIVE POWER

0

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

747

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (X)

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.0%

---

14 TYPE OF REPORTING PERSON  
OO

---

CUSIP No. 812350-10-6

Page 5 of 20

---

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
RBS Partners, L.P., a Delaware limited partnership  
  
IRS IDENTIFICATION NO.: 75-2241960

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X  
(b) \_

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS  
OO

---

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) [ ]

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

7 SOLE VOTING POWER

65,010,774

Edgar Filing: SEARS HOLDINGS CORP - Form SC 13D/A

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	0
	9	SOLE DISPOSITIVE POWER	65,010,774
	10	SHARED DISPOSITIVE POWER	0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	65,010,774		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <span style="float: right;">(X)</span>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	40.4%		
14	TYPE OF REPORTING PERSON PN		

CUSIP No. 812350-10-6

Page 6 of 20

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  ESL Partners, L.P., a Delaware limited partnership  IRS IDENTIFICATION NO.: 22-2875193		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) X (b) _	
3	SEC USE ONLY		
4	SOURCE OF FUNDS OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR 2 (e) <span style="float: right;">[ ]</span>		

Edgar Filing: SEARS HOLDINGS CORP - Form SC 13D/A

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

7 SOLE VOTING POWER  
48,063,611

---

8 SHARED VOTING POWER  
0

---

NUMBER OF SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON  
WITH

9 SOLE DISPOSITIVE POWER  
48,063,611

---

10 SHARED DISPOSITIVE POWER  
0

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
48,063,611

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (X)

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
29.9%

---

14 TYPE OF REPORTING PERSON  
PN

---

CUSIP No. 812350-10-6

Page 7 of 20

---

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
RBS Investment Management, L.L.C., a Delaware limited liability company  
  
IRS IDENTIFICATION NO.: 06-1512334

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X  
(b) \_

---

Edgar Filing: SEARS HOLDINGS CORP - Form SC 13D/A

3 SEC USE ONLY

---

4 SOURCE OF FUNDS  
N/A

---

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e) [ ]

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

7 SOLE VOTING POWER  
338,239

---

8 SHARED VOTING POWER  
0

---

9 SOLE DISPOSITIVE POWER  
338,239

---

10 SHARED DISPOSITIVE POWER  
0

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
338,239

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (X)

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.2%

---

14 TYPE OF REPORTING PERSON  
CO

---

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON



Edgar Filing: SEARS HOLDINGS CORP - Form SC 13D/A

ESL Institutional Partners, L.P., a Delaware limited partnership

IRS IDENTIFICATION NO.: 06-1456821

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X  
(b) \_

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS  
N/A

---

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e) [ ]

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

7 SOLE VOTING POWER  
338,239

---

8 SHARED VOTING POWER  
0

---

9 SOLE DISPOSITIVE POWER  
338,239

---

10 SHARED DISPOSITIVE POWER  
0

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
338,239

---

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (X)

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.2%

---

14 TYPE OF REPORTING PERSON  
PN

---

Edgar Filing: SEARS HOLDINGS CORP - Form SC 13D/A

xx

CUSIP No. 812350-10-6

Page 9 of 20

---

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  ESL Investors, L.L.C., a Delaware limited liability company  IRS IDENTIFICATION NO.: 13-4095958	
---	--	--

---

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) X (b) _
---	--	----------------

---

3	SEC USE ONLY	
---	--------------	--

---

4	SOURCE OF FUNDS OO	
---	-----------------------	--

---

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	[ ]
---	---	-----

---

6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
---	--	--

---

	7	SOLE VOTING POWER  16,947,163	
--	---	-------------------------------------	--

---

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER  0	
---	---	------------------------------	--

---

	9	SOLE DISPOSITIVE POWER  16,947,163	
--	---	--	--

---

	10	SHARED DISPOSITIVE POWER  0	
--	----	-----------------------------------	--

---

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  16,947,163	
----	--	--

---

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	(X)
----	--	-----

---

Edgar Filing: SEARS HOLDINGS CORP - Form SC 13D/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
10.5%

14 TYPE OF REPORTING PERSON  
CO

CUSIP No. 812350-10-6

Page 10 of 20

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
ESL Investment Management, L.L.C., a Delaware limited liability  
company  
  
IRS IDENTIFICATION NO.: 75-2435723

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) X  
(b) \_

3 SEC USE ONLY

4 SOURCE OF FUNDS  
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEM 2(d) OR 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

	7	SOLE VOTING POWER	
			15,999
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	0
	9	SOLE DISPOSITIVE POWER	15,999
	10	SHARED DISPOSITIVE POWER	0

Edgar Filing: SEARS HOLDINGS CORP - Form SC 13D/A

---

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	15,999

---

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	(X)
----	---	-----

---

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	0.0%

---

14	TYPE OF REPORTING PERSON
	CO

---

Page 11 of 20

This Amendment No. 11 hereby amends the Schedule 13D originally filed jointly on May 15, 2003, and amended by Amendment No. 1 to Schedule 13D filed on July 2, 2003, Amendment No. 2 to Schedule 13D filed on August 26, 2003, Amendment No. 3 to Schedule 13D filed on October 27, 2003, Amendment No. 4 to Schedule 13D filed on November 4, 2003, Amendment No. 5 to Schedule 13D filed on January 2, 2004, Amendment No. 6 to Schedule 13D filed on January 5, 2004, Amendment No. 7 to Schedule 13D filed on July 6, 2004, Amendment No. 8 to Schedule 13D filed on November 19, 2004, Amendment No. 9 to Schedule 13D filed on February 1, 2005 and Amendment No. 10 to Schedule 13D filed on April 1, 2005 by ESL Investments, Inc., Edward S. Lampert, CRK Partners, LLC, CRK Partners II, L.P., RBS Partners, L.P., ESL Partners, L.P., ESL Investors L.L.C., RBS Investment Management L.L.C. and ESL Institutional Partners, L.P.

Item 1. Security and Issuer

Item 1 is hereby amended and restated in its entirety to read as follows:

This Statement on Schedule 13D (this "Schedule 13D") relates to the common stock, par value \$0.01 per share (the "Holdings Common Stock"), of Sears Holdings Corporation ("Holdings"), successor to Kmart Holding Corporation. The principal executive offices of Holdings are located at 3333 Beverly Road, Hoffman Estates, Illinois, 60179.

Item 2. Identity and Background

Item 2 is hereby amended and restated in its entirety to read as follows:

(a) This Schedule 13D is being filed by a group consisting of ESL Investments, Inc., a Delaware corporation ("ESL"), Edward S. Lampert, RBS Investment Management, L.L.C., a Delaware limited liability company ("RBSIM"), ESL Institutional Partners L.P., a Delaware limited partnership ("Institutional"), CRK Partners, LLC, a Delaware limited liability company ("CRK LLC"), RBS Partners, L.P., a Delaware limited partnership ("RBS"), ESL Partners, L.P., a Delaware limited partnership ("Partners"), ESL Investment Management, L.L.C., a Delaware limited liability company ("Investment Management"), ESL Investors L.L.C., a Delaware limited liability company ("Investors," and

## Edgar Filing: SEARS HOLDINGS CORP - Form SC 13D/A

collectively with ESL, Mr. Lampert, RBSIM, Institutional, CRK LLC, RBS, Partners and Investment Management, the "Reporting Persons"). Attached as Schedule I hereto and incorporated herein by reference is a list containing the (a) name, (b) citizenship, (c) present principal occupation or employment and (d) the name, principal business address of any corporation or other organization in which such employment is conducted, of each director and executive officer of ESL (the "ESL Directors and Officers"). Other than the ESL Directors and Officers, there are no persons or corporations controlling or ultimately in control of ESL.

(b) The principal place of business of each of the Reporting Persons is 200 Greenwich Avenue, Greenwich, CT 06830.

(c) The principal business of each of the Reporting Persons is purchasing, holding and selling securities for investment purposes. RBS is the managing member of Investors and the general partner of Partners. ESL is the general partner of RBS, the sole member of CRK LLC and the manager of RBSIM. RBSIM is the general partner of Institutional. Mr. Lampert is the chairman, chief executive officer and director of ESL and the managing member of Investment Management. Mr. Lampert is also Chairman of the Board and a director of Holdings. Each of the Reporting Persons may also serve as general partner or managing member of certain other entities engaged in the purchasing, holding and selling of securities for investment purposes.

Page 12 of 20

(d)-(e) None of the Reporting Persons has during the last five years been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future state securities laws or finding any violation with respect to such laws. To the knowledge of the Reporting Persons, during the last five years, none of the ESL Directors and Officers has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

### Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby supplemented as follows:

Pursuant to Kmart Corporation's Plan of Reorganization, Partners and Investors (or one of their affiliates) have in the past received shares of Common Stock of Kmart Holding Corporation (the predecessor to Sears Holdings Corporation) and Holdings Common Stock. Certain of the Reporting Persons may in the future receive shares of Holdings Common Stock on account of these same trade vendor/lease rejection claims as all trade vendor/lease rejection claims held by all persons continue to be reconciled. On April 29, 2006, 533,849 shares of Holdings Common Stock were distributed by Kmart Holding Corporation on account of previously reported trade vendor/lease rejection claims (and participations in such claims) held by Partners and Investors. Of these shares, 201,413 were distributed to Partners and 63,059 were distributed to Investors. On January 18, 2006, 533,849 shares of Holdings Common Stock were distributed by Kmart Holding Corporation on account of previously reported trade vendor/lease rejection

## Edgar Filing: SEARS HOLDINGS CORP - Form SC 13D/A

claims (and participations in such claims) held by Partners and Investors. Of these shares, 406,573 were distributed to Partners and 127,276 were distributed to Investors.

### Item 4. Purpose of Transaction

Item 4 is hereby supplemented as follows:

On September 8, 2005, William C. Crowley, the President and Chief Operating Officer of ESL, assumed the title of Chief Administrative Officer of Holdings in addition to his titles as Executive Vice President, Chief Financial Officer and a director of Holdings.

Page 13 of 20

### Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety to read as follows:

(a)-(b) The following table sets forth the aggregate number of shares of Holdings Common Stock and the percentage of outstanding shares of Holdings Common Stock beneficially owned by the Reporting Persons as of January 20, 2006, based on 160,977,961 outstanding shares of Holdings Common Stock (the number of shares outstanding as of November 26, 2005 as stated in the most recent quarterly report on Form 10-Q filed by Holdings), indicating the number of shares of Holdings Common Stock for which each Reporting Person has sole or shared power to direct the vote of the disposition of such shares. The Reporting Persons as a group beneficially own an aggregate of 65,365,759 shares of Holdings Common Stock.

REPORTING PERSON	NUMBER OF SHARES BENEFICIALLY OWNED	PERCENTAGED OF OUTSTANDING SHARES	SOLE VOTING POWER	SHARED VOTING POWER	SOLE DISPOSITIVE POWER
Edward S. Lampert	65,365,759 (1)	40.6%	65,365,759	0	65,365,759
ESL Investments, Inc.	65,349,760 (2)	40.6%	65,349,760	0	65,349,760
CRK Partners, L.L.C.	747	0%	747	0	747
RBS Partners, L.P.	65,010,774 (3)	40.4%	65,010,744	0	65,010,744
ESL Partners, L.P.	48,063,611	29.9%	48,063,611	0	48,063,611
ESL Investors L.L.C.	16,947,163	10.5%	16,947,163	0	16,947,163
RBS Investment Management,	338,239	0.2%	338,239	0	338,239

Edgar Filing: SEARS HOLDINGS CORP - Form SC 13D/A

L.L.C.	(4)				
ESL					
Institutional Partners L.P.	338,239	0.2%	338,239	0	338,239
ESL Investment Management, L.L.C.	15,999	0%	15,999	0	15,999

(1) Includes 65,349,760 shares of Holdings Common Stock that may be deemed beneficially owned by ESL and 15,999 shares of Holdings Common Stock beneficially owned by Investment Management that in turn may be deemed beneficially owned by Mr. Lampert. Mr. Lampert is the chief executive officer and director of ESL and the managing member of Investment Management.

(2) Includes 747 shares of Holdings Common Stock beneficially owned by CRK LLC, 65,010,774 shares of Holdings Common Stock that may be deemed beneficially owned by RBS, and 338,239 shares of Holdings Common Stock that may be deemed beneficially owned by RBSIM that, in each case, may in turn be deemed beneficially owned by ESL. ESL is the sole member of CRK LLC, the manager of RBSIM and the general partner of RBS.

(3) Includes 16,947,163 shares of Holdings Common Stock beneficially owned by Investors and 48,063,611 shares of Holdings Common Stock beneficially owned by Partners that, in each case, may be deemed beneficially owned by RBS. RBS is the managing member of Investors and the general partner of Partners.

(4) Includes 338,239 shares of Holdings Common Stock beneficially owned by Institutional that may be deemed beneficially owned by RBSIM. RBSIM is the general partner of Institutional.

Page 14 of 20

(c) Except as set forth in Item 3 hereof, there have been no transactions in Holdings Common Stock by any of the Reporting Persons during the past 60 days. The disclosure pursuant to Item 3 of this Schedule 13D is incorporated herein by reference.

(d) Not applicable.

(e) CRK Partners II, L.P. does not hold any shares of Holdings Common Stock and has ceased to be a Reporting Person.

Item 7. Material to Be Filed as Exhibits

Exhibit M Joint Filing Agreement

Page 15 of 20

SIGNATURE

Edgar Filing: SEARS HOLDINGS CORP - Form SC 13D/A

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 20, 2006

ESL INVESTMENTS, INC.

By: /s/ Robert Jackowitz

\_\_\_\_\_  
Name: Robert Jackowitz  
Title: Treasurer

EDWARD S. LAMPERT

/s/ Edward S. Lampert

\_\_\_\_\_  
Edward S. Lampert

ESL PARTNERS, L.P.

By: RBS Partners, L.P., as its general partner

By: ESL Investments, Inc., as its general partner

By: /s/ Robert Jackowitz

\_\_\_\_\_  
Name: Robert Jackowitz  
Title: Treasurer

RBS PARTNERS, L.P.

By: ESL Investments, Inc., as its general partner

By: /s/ Robert Jackowitz

\_\_\_\_\_  
Name: Robert Jackowitz  
Title: Treasurer

RBS INVESTMENT MANAGEMENT, L.L.C.

By: ESL Investments, Inc., as its manager

By: /s/ Robert Jackowitz

\_\_\_\_\_  
Name: Robert Jackowitz  
Title: Treasurer



Edgar Filing: SEARS HOLDINGS CORP - Form SC 13D/A

ESL INVESTORS, L.L.C.

By: RBS Partners, L.P., as its managing member

By: ESL Investments, Inc., as its general partner

By: /s/ Robert Jackowitz

\_\_\_\_\_  
Name: Robert Jackowitz  
Title: Treasurer

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, L.L.C., as its  
general partner

By: ESL Investments, Inc., as its manager

By: /s/ Robert Jackowitz

\_\_\_\_\_  
Name: Robert Jackowitz  
Title: Treasurer

CRK PARTNERS, L.L.C.

By: ESL Investments, Inc., its sole member

By: /s/ Robert Jackowitz

\_\_\_\_\_  
Name: Robert Jackowitz  
Title: Treasurer

ESL INVESTMENT MANAGEMENT, L.L.C.

By: /s/ Robert Jackowitz

\_\_\_\_\_  
Name: Robert Jackowitz  
Title: Treasurer

Page 17 of 20

SCHEDULE I

The names, business addresses, present principal occupations, and citizenship of the directors and executive officers of ESL Investments, Inc. are set forth below. If no address is given, the director's or executive officer's principal business address is 200 Greenwich Avenue, Greenwich, CT 06830. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to ESL Investments, Inc.

Edgar Filing: SEARS HOLDINGS CORP - Form SC 13D/A

Name and Business Address	Principal Occupation	Citizenship
Robert Jackowitz	Chief Financial Officer	United States
Theodore W. Ullyot	Executive Vice President and General Counsel	United States
William C. Crowley	President and Chief Operating Officer	United States
Edward S. Lampert	Director, Chairman and Chief Executive Officer	United States

Page 18 of 20

EXHIBIT INDEX

Exhibit M Joint Filing Agreement

Page 19 of 20

EXHIBIT M

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) of the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Statement on Schedule 13D (including any and all amendments thereto) with respect to the common stock of Sears Holdings Corporation and further agree that this Joint Filing Agreement shall be included as an Exhibit to such joint filing.

The undersigned further agrees that each party hereto is responsible for timely filing of such statement on Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein, provided that no party is responsible for the completeness and accuracy of the information concerning the other party, unless such party knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original instrument, but all of such counterparts together shall constitute but one agreement.

In evidence thereof, the undersigned, being duly authorized, hereby execute this Agreement as of this 20th day of January, 2006.

ESL INVESTMENTS, INC.

By: /s/ Robert Jackowitz

\_\_\_\_\_  
Name: Robert Jackowitz  
Title: Treasurer

Edgar Filing: SEARS HOLDINGS CORP - Form SC 13D/A

EDWARD S. LAMPERT

/s/ Edward S. Lampert

---

Edward S. Lampert

ESL PARTNERS, L.P.

By: RBS Partners, L.P., as its general partner

By: ESL Investments, Inc., as its general partner

By: /s/ Robert Jackowitz

---

Name: Robert Jackowitz  
Title: Treasurer

RBS PARTNERS, L.P.

By: ESL Investments, Inc., as its general partner

By: /s/ Robert Jackowitz

---

Name: Robert Jackowitz  
Title: Treasurer

RBS INVESTMENT MANAGEMENT, L.L.C.

By: ESL Investments, Inc., as its manager

By: /s/ Robert Jackowitz

---

Name: Robert Jackowitz  
Title: Treasurer

ESL INVESTORS, L.L.C.

By: RBS Partners, L.P., as its managing member

By: ESL Investments, Inc., as its general partner

By: /s/ Robert Jackowitz

---

Name: Robert Jackowitz  
Title: Treasurer

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, L.L.C., as its

Edgar Filing: SEARS HOLDINGS CORP - Form SC 13D/A

general partner

By: ESL Investments, Inc., as its manager

By: /s/ Robert Jackowitz

\_\_\_\_\_  
Name: Robert Jackowitz  
Title: Treasurer

CRK PARTNERS, LLC

By: ESL Investments, Inc., its sole member

By: /s/ Robert Jackowitz

\_\_\_\_\_  
Name: Robert Jackowitz  
Title: Treasurer

ESL INVESTMENT MANAGEMENT, L.L.C.

By: /s/ Robert Jackowitz

\_\_\_\_\_  
Name: Robert Jackowitz  
Title: Treasurer