

SEARS HOLDINGS CORP  
Form 8-K  
October 15, 2018

**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**

**October 15, 2018**

**Date of Report (Date of Earliest Event Reported)**

**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**  
**(I.R.S. Employer**  
  
**Identification No.)**

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**3333 Beverly Road**

**Hoffman Estates, Illinois 60179**

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

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

**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:

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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

As previously disclosed, on October 15, 2018, Sears Holdings Corporation (the Company) and certain of its subsidiaries filed voluntary petitions (Chapter 11 Cases) under Chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York.

On October 15, 2018, the Company received a letter from the listing qualifications department staff of the Nasdaq Stock Market (Nasdaq) notifying the Company that, as a result of the Chapter 11 Cases and in accordance with Nasdaq Listing Rules 5101, 5110(b) and IM-5101-1, Nasdaq has determined that the Company's common stock and warrants to purchase common stock (the securities) will be delisted from Nasdaq. Accordingly, unless the Company requests an appeal of this determination, trading of the securities will be suspended at the opening of business on October 24, 2018 and a Form 25-NSE will be filed with the Securities and Exchange Commission (the SEC), which will remove the Company's securities from listing and registration on Nasdaq.

The Company does not intend to appeal the determination and, therefore, it is expected that the securities will be delisted. The Company expects that the trading of its securities on the OTC Pink market will commence on October 24, 2018 under the symbol SHLDQ. The transition does not affect the Company's operations and does not change reporting requirements under SEC rules.

**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/ Luke J. Valentino  
Luke J. Valentino  
DVP, Deputy General Counsel & Corporate  
Secretary

Dated: October 15, 2018