

SEARS HOLDINGS CORP

Form 3

February 25, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â FAIRHOLME CAPITAL
MANAGEMENT LLC

(Last) (First) (Middle)

4400 BISCAYNE
BOULEVARD,Â 9TH FLOOR

(Street)

MIAMI,Â FLÂ 33137

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
02/24/20163. Issuer Name and Ticker or Trading Symbol
SEARS HOLDINGS CORP [SHLD]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Shares, \$.01 par value

16,291,673

D ⁽¹⁾ Â

Common Shares, \$.01 par value

27,184,648

I See Footnote ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Warrants to Purchase Common Stock, par value \$0.01	11/18/2014	12/15/2019	Common Stock, par value \$0.01	773,208	\$ 25.686	D ⁽¹⁾	Â
Warrants to Purchase Common Stock, par value \$0.01	11/18/2014	12/15/2019	Common Stock, par value \$0.01	5,697,254	\$ 25.686	I	See Footnote ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAIRHOLME CAPITAL MANAGEMENT LLC 4400 BISCAYNE BOULEVARD 9TH FLOOR MIAMI, FL 33137	Â	Â X	Â	Â
FAIRHOLME FUNDS INC C/O FAIRHOLME CAPITAL MANAGEMENT, L.L.C. 4400 BISCAYNE BOULEVARD, 9TH FLOOR MIAMI, FL 33137	Â	Â X	Â	Â

Signatures

Fairholme Capital Management, L.L.C., Bruce R. Berkowitz, By: /s/ Paul Thomson, (Attorney in Fact) 02/25/2016

 **Signature of Reporting Person

Date

Fairholme Funds, Inc. (on behalf of its series, the Fairholme Fund and the Fairholme Allocation Fund), By: Fairholme Capital Management, L.L.C., Investment Manager, Bruce R. Berkowitz, By: /s/ Paul Thomson (Attorney in Fact) 02/25/2016

 **Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The reported securities are directly owned by The Fairholme Fund and The Fairholme Allocation Fund (each, a "Fund"), each a series of Fairholme Funds, Inc. The securities may be deemed to be beneficially owned by Mr. Bruce R. Berkowitz ("Mr. Berkowitz") because he controls the sole member of Fairholme Capital Management, LLC ("Fairholme"), which may be deemed to have beneficial ownership of the securities because Fairholme serves as the investment manager to each Fund and certain private funds and managed accounts. Mr. Berkowitz and the Reporting Persons disclaim beneficial ownership in the securities reported on this Form 3 except to the extent of its pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that Mr. Berkowitz and the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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- (2) The securities may be deemed to be beneficially owned by Mr. Berkowitz because he controls the sole member of Fairholme, which may be deemed to have beneficial ownership of the securities because Fairholme serves as the investment manager to each Fund and certain private funds and managed accounts. Mr. Berkowitz and the Reporting Persons disclaim beneficial ownership in the securities reported on this Form 3 except to the extent of its pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that Mr. Berkowitz and the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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