

Sears Hometown & Outlet Stores, Inc.  
 Form 3  
 September 06, 2012

**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 SECURITIES**

Filed 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 * |         | 2. Date of Event Requiring Statement             | 3. Issuer Name and Ticker or Trading Symbol |  |
| Â SEARS HOLDINGS CORP                     |         | (Month/Day/Year)                                 | Sears Hometown & Outlet Stores, Inc. [SHOS] |  |
| (Last)                                    | (First) | (Middle)   | 09/06/2012                                  |  |
| 3333 BEVERLY ROAD                         |         | 4. Relationship of Reporting Person(s) to Issuer |   | 5. If Amendment, Date Original Filed(Month/Day/Year)       |
| (Street)                                  |         | (Check all applicable)                           |   | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| HOFFMAN                                   |         | ___ Director                                     |   | ___X___ 10% Owner  |
| ESTATES,Â ILÂ 60179                       |         | ___ Officer                                      |   | ___ Other  |
| (City)                                    | (State) | (Zip)  | (give title below) (specify below)          |  |
|   |         |  |   | ___ Form filed by One Reporting Person                     |
|   |         |  |   | ___ 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 Stock                    | 23,100,000  | D  | Â   |

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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of  |   |

Shares (I)  
(Instr. 5)

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SEARS HOLDINGS CORP<br>3333 BEVERLY ROAD<br>HOFFMAN ESTATES, IL 60179 | ^             | ^ X       | ^       | ^     |

## Signatures

By: /s/ Dorian R. Williams, Vice President, Deputy General Counsel and Assistant Secretary

09/06/2012

\_\_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).

^

### Remarks:

Sears Holding Corporation is the 100% owner of Sears Hometown and Outlet Stores, Inc.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.