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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Lands' End, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

36-2512786

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

**1 Lands' End Lane
Dodgeville, Wisconsin**

(Address of Principal Executive Offices)

53595

(Zip Code)

Lands' End, Inc. Amended and Restated 2017 Stock Plan

(Full title of plan)

Peter L. Gray

Chief Commercial Officer, Chief Administrative Officer and General Counsel

1 Lands' End Lane

Dodgeville, Wisconsin 53595

(Name and address of agent for service)

(608) 935-9341

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

**STATEMENT PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8
REGISTRATION OF ADDITIONAL SECURITIES**

This Registration Statement covers 2,000,000 new shares of Lands' End, Inc. ("Registrant") common stock, par value \$0.01 per share, which may be issued pursuant to awards under the Lands' End, Inc. Amended and Restated 2017 Stock Plan (as amended, the "Plan"), due to an increased number of shares available for issuance under the Plan pursuant to Amendment No. 1 to the Plan which became effective as of April 21, 2023 upon stockholder approval on June 13, 2023, and an additional 1,500,000 shares that may from time to time become available for delivery with respect to awards under the Plan due to share recycling or share counting provisions and other terms and conditions of the Plan. The contents of the previous Registration Statement on Form S-8 (File No. 333-217096) filed by the Registrant with the Securities and Exchange Commission ("SEC") on April 3, 2017 and Registration Statement on Form S-8 (File No. 333-231470) filed by the Registrant with the SEC on May 14, 2019 (together, the "Previous Form S-8"), including periodic reports that Registrant filed after the Previous Form S-8 to maintain current information about Registrant, are hereby incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8, except to the extent superseded by the items set forth in Part II below.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 8. Exhibits.

Exhibit Number	Description
4.1	Amended and Restated Certificate of Incorporation of Lands' End, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K filed on March 24, 2022 (File No. 001-09769)).
4.2	Amended and Restated Bylaws of Lands' End, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on April 8, 2014 (File No. 001-09769)).
4.3	ABL Credit Agreement, dated as of November 16, 2017, by and between Lands' End, Inc. (as the Lead Borrower), Wells Fargo Bank, N.A. (as Agent, L/C Issuer and Swing Line Lender), the Other Lenders party thereto, Wells Fargo Bank, N.A. (as Sole Lead Arranger and Sole Bookrunner) and BMO Harris Bank, N.A. (as Syndication Agent), and SunTrust Bank (as Documentation Agent) (incorporated by reference to Exhibit 4.2 to the Company's Annual Report on Form 10-K for the fiscal year ended February 2, 2018 (File No. 001-09769)).
4.4	First Amendment to ABL Credit Agreement, dated December 3, 2019, by and between Lands' End, Inc. (as the Lead Borrower), Wells Fargo Bank, N.A. (as Agent, L/C Issuer and Swing Line Lender), the Other Lenders party thereto, Citizens Bank, N.A. (as Lender) and Suntrust Bank (as Lender), BMO Harris Bank N.A. (as Lender), and JPMorgan Chase Bank N.A. (as Lender) (incorporated by reference to Exhibit 4.2 to the Company's Annual Report on Form 10-K for the fiscal year ended January 30, 2020 (File No. 001-09769)).
4.5	Second Amendment to ABL Credit Agreement, dated August 12, 2020, by and among Lands' End, Inc. (as the Lead Borrower), the guarantors party thereto, the lenders party thereto and Wells Fargo Bank, National Association (as Agent, L/C Issuer and Swing Line Lender) (incorporated by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended July 31, 2020 (File No. 001-09769)).
4.6	Third Amendment to ABL Credit Agreement, dated July 29, 2021, by and among Lands' End, Inc. (as the Lead Borrower), the guarantors party thereto, the lenders party thereto and Wells Fargo Bank, National Association (as administrative agent and collateral agent) (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed on August 4, 2021 (File No. 001-09769)).
4.7	Fourth Amendment to ABL Credit Agreement, dated May 12, 2023, by and among Lands' End, Inc. (as the Lead Borrower), the guarantors party thereto, the lenders party thereto and Wells Fargo Bank, National Association (as administrative agent and collateral agent) (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed on May 17, 2023 (File No. 001-09769)).

<u>4.8</u>	<u>Term Loan Credit Agreement, dated September 9, 2020, among Lands' End Inc., as the Borrower, Fortress Credit Corp., as Administrative Agent and Collateral Agent, and the lenders party thereto (incorporated by reference to Exhibit 4.1 of the Company's Form 8-K filed on September 15, 2020 (File No. 001-09769)).</u>
<u>4.9</u>	<u>Guaranty and Security Agreement, dated September 9, 2020, by Lands' End, Inc., as the Borrower, and the other grantors party thereto and Fortress Credit Corp., as Agent (incorporated by reference to Exhibit 4.2 of the Company's Form 8-K filed on September 15, 2020 (File No. 001-09769)).</u>
<u>4.10</u>	<u>Description of Securities Registered Under Section 12 of the Exchange Act (incorporated by reference to Exhibit 4.7 of the Company's Annual Report on Form 10-K filed on April 10, 2023 (File No. 001-09769)).</u>
<u>5.1</u>	<u>Opinion of Nutter, McClennen & Fish, LLP*</u>
<u>23.1</u>	<u>Consent of BDO USA, LLP*</u>
<u>23.2</u>	<u>Consent of Deloitte & Touche LLP*</u>
<u>23.3</u>	<u>Consent of Nutter, McClennen & Fish, LLP (included in Exhibit 5.1)*</u>
<u>24.1</u>	<u>Power of Attorney (included on signature page)*</u>
<u>99.1</u>	<u>Lands' End, Inc. Amended and Restated 2017 Stock Plan (incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K filed by Lands' End, Inc. on May 13, 2019 (File No. 001-09769)).</u>
<u>99.2</u>	<u>Amendment No. 1 to the Lands' End, Inc. Amended and Restated 2017 Stock Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 13, 2023 (File No. 001-09769)).</u>
<u>107.1</u>	<u>Filing Fees.*</u>

*Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Dodgeville, Wisconsin, on June 14, 2023.

LANDS' END, INC.

By: /s/ Bernard McCracken

Name: Bernard McCracken

Title: Interim Chief Financial Officer

Vice President, Controller and Chief Accounting Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint BERNARD MCCrackEN and PETER L. GRAY, and each of them, with full power of substitution, such person's true and lawful attorneys-in-fact and agents for such person, with full power and authority to do any and all acts and things and to execute any and all instruments and amendments (including post-effective amendments) which said attorneys and agents, and any one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, with all exhibits thereto, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Andrew J. McLean</u> Andrew J. McLean	Director and Chief Executive Officer (Principal Executive Officer)	June 14, 2023
<u>/s/ Bernard McCracken</u> Bernard McCracken	Interim Chief Financial Officer Vice President, Controller and Chief Accounting Officer (Principal Financial Officer and Principal Accounting Officer)	June 14, 2023
<u>/s/ Josephine Linden</u> Josephine Linden	Chair of the Board of Directors	June 14, 2023
<u>/s/ Robert Galvin</u> Robert Galvin	Director	June 14, 2023
<u>/s/ Elizabeth Leykum</u> Elizabeth Leykum	Director	June 14, 2023
<u>/s/ John T. McClain</u> John T. McClain	Director	June 14, 2023
<u>/s/ Jignesh Patel</u> Jignesh Patel	Director	June 14, 2023
<u>/s/ Jonah Staw</u> Jonah Staw	Director	June 14, 2023

June 14, 2023

Lands' End, Inc.
1 Lands' End Lane

Dodgeville, Wisconsin 53595

Ladies and Gentlemen:

Our firm has acted as counsel for Lands' End, Inc., a Delaware corporation (the "Company"), in connection with the Company's registration statement on Form S-8 (the "Registration Statement") to be filed by the Company with the Securities and Exchange Commission (the "Commission") on or about June 14, 2023 in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), of an aggregate of 3,500,000 shares (the "Shares") of the Company's common stock, \$0.01 par value per share, issuable under the Lands' End, Inc. Amended and Restated 2017 Stock Plan, as amended (as hereafter may be further amended and/or restated, the "Plan").

In such capacity, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such records of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinion set forth below, including the Company's Amended and Restated Certificate of Incorporation, the Company's Amended and Restated Bylaws, minutes and records of the corporate proceedings of the Company, and the Registration Statement and the exhibits thereto. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to originals of all documents submitted to us as copies.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth below, we are of the opinion that the Shares have been duly authorized for issuance and when duly issued, sold and delivered in accordance with the terms of the applicable Award Agreement and in the manner and for the consideration stated in the applicable Award Agreement, will be validly issued, fully paid and non-assessable.

The opinions expressed above are subject to the qualification that we express no opinion as to the applicability of, compliance with, or effect of any laws except the General Corporation Law of the State of Delaware. This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

We assume no obligation to revise or supplement this opinion after the date of effectiveness should the General Corporation Law of the State of Delaware be changed by legislative action, judicial decision or otherwise after the date hereof. This opinion is furnished to you in connection with the filing of the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act and Item 8 of Part II of Form S-8.

Sincerely,

/s/ Nutter, McClennen & Fish, LLP

NUTTER, MCCLENNEN & FISH, LLP

MKK/TBR/KRH

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated April 10, 2023, relating to the consolidated financial statements and the effectiveness of Lands' End, Inc.'s internal control over financial reporting, appearing in Lands' End, Inc.'s Annual Report on Form 10-K for the year ended January 27, 2023.

/s/ BDO USA, LLP

Madison, Wisconsin
June 14, 2023

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 24, 2022, relating to the financial statements of Lands' End, Inc., appearing in the Annual Report on Form 10-K of Lands' End, Inc. for the year ended January 27, 2023.

/s/ Deloitte & Touche LLP

Chicago, Illinois
June 14, 2023

CALCULATION OF FILING FEE

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price ⁽²⁾	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.01 par value per share	Other ⁽²⁾	3,500,000 ⁽³⁾	\$8.74	\$30,590,000	0.00011020	\$3,371.02
Total Offering Amounts					\$30,590,000		\$3,371.02
Total Fee Offsets							\$0.00
Net Fee Due							\$3,371.02

- (1) This Registration Statement covers 2,000,000 new shares of Lands' End, Inc. ("Registrant") common stock, par value \$0.01 per share ("Common Stock"), which may be issued pursuant to awards under the Lands' End, Inc. Amended and Restated 2017 Stock Plan (as amended, the "Plan"), due to an increased number of shares available for issuance under the Plan pursuant to Amendment No. 1 to the Plan which became effective as of April 21, 2023 upon stockholder approval on June 13, 2023, and an additional 1,500,000 shares that may from time to time become available for delivery with respect to awards under the Plan due to share recycling or share counting provisions and other terms and conditions of the Plan. Pursuant to Rule 416(a) of the Securities Act of 1933, as amended ("Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Common Stock that become issuable under the Plan or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of Common Stock.
- (2) Calculated solely for the purpose of determining the amount of registration fee due for this filing in accordance with Rule 457(c) and Rule 457(h) of the Securities Act. The proposed maximum offering price per share and the proposed maximum aggregate offering price are based upon the average of the high and low prices of Common Stock, as reported on The NASDAQ Stock Market on June 9, 2023.
- (3) Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of Additional Securities. A Registration Statement on Form S-8 (File No. 333-217096) has been filed by the Registrant with the Securities and Exchange Commission on April 3, 2017, as well as a Registration Statement on Form S-8 (File No. 333-231470) filed by the Registrant with the SEC on May 14, 2019, for existing securities under the Plan.