

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>GOOCH JAMES F</u>  (Last) (First) (Middle) <u>1 LANDS' END LANE</u>  (Street) <u>DODGEVILLE WI 53595</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LANDS' END, INC. [ LE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____  <u>President and CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/24/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/24/2022		A		25,316 <sup>(1)</sup>	A	\$0.00	112,183	D	
Common Stock	03/24/2022		F		6,703 <sup>(2)</sup>	D	\$18.34	105,480	D	
Common Stock	03/25/2022		M		10,729	A	\$0.00 <sup>(3)</sup>	116,209	D	
Common Stock	03/25/2022		F		2,841 <sup>(2)</sup>	D	\$17.37	113,368	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	\$0.00 <sup>(3)</sup>	03/25/2022		M			10,729	(4)	(4)	Common Stock	10,729	\$0.00	51,698 <sup>(5)</sup>	D	

**Explanation of Responses:**

- Shares issued upon determination that performance criteria, related to performance-based RSUs awarded on March 25, 2019, had been met.
- Shares withheld by the issuer to satisfy reporting person's tax withholding obligation incurred in connection with the vesting of RSUs.
- Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of common stock upon satisfaction of the vesting conditions.
- This RSU award was granted on March 25, 2019, with vesting in three installments on March 25, 2020 (25%), March 25, 2021 (25%) and March 25, 2022 (50%).
- Of the total number of RSUs, 18,764 RSUs will vest on March 19, 2023; 3,916 RSUs will vest on March 19, 2023, and 7,832 RSUs will vest on March 19, 2024; 5,296 RSUs will vest on March 18, 2023, 5,297 RSUs will vest on March 18, 2024, and 10,593 RSUs will vest on March 18, 2025; subject in each case to the satisfaction of vesting conditions, including as applicable, continued employment or a continuous business relationship.

**Remarks:**

/s/ Peter L. Gray as attorney-in-fact for James F. Gooch 03/28/2022

\*\* Signature of Reporting Person Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (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).

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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