

SEARS HOLDINGS CORP  
Form SD  
June 02, 2014

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

**FORM SD**  
**SPECIALIZED DISCLOSURE REPORT**  
**Sears Holdings Corporation**

(Exact name of the registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>000-51217</b> (Commission File Number)	<b>20-1920798</b> (IRS Employer Identification No)
--	---	--

<b>3333 Beverly Road, Hoffman Estates, Illinois</b> (Address of principal executive offices)	<b>60179</b> (Zip code)
---	----------------------------

<b>Cary W. Mergele</b>	<b>(847) 286-5639</b>
------------------------	-----------------------

(Name and telephone number, including area code, of the  
person to contact in connection with this report.)

Check the appropriate box to indicate the rule pursuant to which this form is being filed, and provide the period to which the information in this form applies:

- Rule 13p-1 under the Securities Exchange Act (17 CFR 240.13p-1) for the reporting period from January 1 to December 31, 2013.



## **Section 1 Conflict Minerals Disclosure**

### **Items 1.01 and 1.02 Conflict Minerals Disclosure And Report, Exhibit**

Sears Holdings Corporation ( Sears Holdings ) is a holding company that conducts operations through its subsidiaries, and is the parent company of Kmart Holding Corporation, Sears, Roebuck and Co., and, during calendar year 2013, Lands End, Inc. In this Form SD, we refer to Kmart, Sears and Lands End (collectively, the Domestic Operating Companies ). Sears Holdings also owns a 51% of the outstanding common shares of Sears Canada Inc. ( Sears Canada ).

#### **Conflict Minerals Disclosure**

The Conflict Minerals Report of the Domestic Operating Companies ( Domestic Operating Companies CMR ) for the calendar year ending December 31, 2013 is filed herewith as Exhibit 1.02(a) and is available, together with the Domestic Operating Companies Conflict Minerals Policy, at:  
<http://www.searsholdings.com/compliance/conflict-minerals>

Sears Canada, which files reports under the Exchange Act as a Canadian foreign private issuer, is subject to Rule 13p-1, and has prepared and filed a Form SD with the Commission on June 2, 2014 ( Sears Canada Form SD ) which contains as an exhibit a conflict minerals report relating to its own activities for the calendar year ending December 31, 2013 ( Sears Canada CMR ). The Domestic Operating Companies CMR does not set out descriptions of the activities of Sears Canada. Conflict mineral disclosures relating to Sears Canada are incorporated into the Domestic Operating Companies CMR by reference to the Sears Canada CMR, as filed with the Commission. The Sears Canada CMR is filed herewith as Exhibit 1.02(b) and is available, together with the Sears Canada Conflict Minerals Policy, at <http://www.searscsr.ca/Our-Products/Ethical-Sourcing>.

Information contained on, or accessible through, internet websites is not a part of this Report.

## **Section 2 Exhibits**

### **Item 2.01 Exhibits**

**Exhibit 1.02(a)** The Domestic Operating Companies Calendar Year 2013 Conflict Minerals Report

**Exhibit 1.02(b)** Sears Canada Inc. Calendar Year 2013 Conflict Minerals Report (incorporated by reference to Exhibit 1.02 to the Form SD filed with the Commission by Sears Canada, Inc. (Commission File Number 000-54726) on June 2, 2014).

**SIGNATURES**

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 duly authorized undersigned.

**Sears Holdings Corporation**

By: /s/ Robert A. Riecker

Date: June 2, 2014

\_\_\_\_\_  
Vice President, Controller and Chief Accounting  
Officer

**Exhibit Index**

**Exhibit 1.02(a)** Domestic Operating Companies Calendar Year 2013 Conflict Minerals Report

**Exhibit 1.02(b)** Sears Canada Inc. Calendar Year 2013 Conflict Minerals Report (incorporated by reference to Exhibit 1.02 to the Form SD filed with the Commission by Sears Canada, Inc. (Commission File Number 000-54726) on June 2, 2014).