

SEARS HOLDINGS CORP  
Form 8-K  
April 02, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): April 1, 2007

**SEARS HOLDINGS CORPORATION**

(Exact name of registrant as specified in charter)

Delaware  
(State or other jurisdiction  
of incorporation)

000-51217  
(Commission File Number)

20-1920798  
(IRS Employer  
Identification No.)

3333 Beverly Road  
Hoffman Estates, Illinois  
(Address of principal executive offices)

60179  
(Zip code)

Registrant's telephone number, including area code: (847) 286-2500

(Former name or former address, if changed since last report): Not Applicable

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Section**

**5 ☐ Corporate Governance and Management**

**Item**

**5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(b) On April 1, 2007, Donald J. Carty advised Sears Holdings Corporation (the ☐Company☐) of his decision not to stand for re-election as a director at the Company's annual meeting scheduled to be held on May 4, 2007 (the ☐Annual Meeting☐). Mr. Carty, who was named Vice Chairman and Chief Financial Officer of Dell Inc. in January 2007, plans to devote more time to Dell matters.

Mr. Carty has indicated his intention to continue to serve as a director until the Annual Meeting.

The Company's press release announcing Mr. Carty's decision not to stand for re-election is filed herewith as Exhibit 99.1 and is incorporated by reference herein.

**Item**

**9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 99.1 ☐ Press release of Sears Holdings Corporation dated April 2, 2007

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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 undersigned thereunto duly authorized.

SEARS HOLDINGS CORPORATION

By: /s/William K. Phelan  
William K. Phelan  
Vice President and Controller

Date: April 2, 2007

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Exhibit Index

**Exhibit No.**

**Description**

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99.1

Press Release of Sears Holdings  
Corporation dated April 2, 2007

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