

Seritage Growth Properties  
Form 10-Q/A  
September 11, 2015

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

**FORM 10-Q/A**

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2015**

**or**

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number 001-37420**

**SERITAGE GROWTH PROPERTIES**  
**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State of Incorporation)**

**38-3976287**  
**(I.R.S. Employer**

**Identification No.)**

**54 West 40th Street, 10th Floor,**

**New York, New York**  
**(Address of principal executive offices)**

**10018**  
**(Zip Code)**

**Registrant's telephone number, including area code: (212) 355-7800**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| Class  | Number Outstanding as of August 12, 2015 |
|--|--|
| Class A common shares of beneficial interest, par value \$0.01 per share | 24,776,170                               |
| Class B common shares of beneficial interest, par value \$0.01 per share | 1,589,020                                |
| Class C common shares of beneficial interest, par value \$0.01 per share | 6,665,635                                |



**EXPLANATORY NOTE**

This Form 10-Q/A amends the Quarterly Report on Form 10-Q of Seritage Growth Properties (the Company) for the quarter ended June 30, 2015, filed on August 14, 2015 (the Form 10-Q), for the sole purpose of filing the Interactive Data Files as Exhibit 101.1 in accordance with Rule 405(a)(2) of Regulation S-T.

No other changes have been made to the Form 10-Q. This Form 10-Q/A speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date and does not modify or update in any way disclosures made in the Form 10-Q.

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**PART II. OTHER INFORMATION**
**Item 6. Exhibits**

Certain of the agreements filed with or incorporated by reference into this report contain representations and warranties and other agreements and undertakings by us and third parties. These representations and warranties, agreements and undertakings have been made as of specific dates, may be subject to important qualifications and limitations agreed to by the parties to the agreement in connection with negotiating the terms of the agreement, and have been included in the agreement for the purpose of allocating risk between the parties to the agreement rather than to establish matters as facts. Any such representations and warranties, agreements, and undertakings have been made solely for the benefit of the parties to the agreement and should not be relied upon by any other person.

| <b>Exhibit No.</b> | <b>Description</b>   | <b>SEC Document Reference</b>   |
|--------------------|--|---|
| 3.1                | Articles of Amendment and Restatement  | Incorporated by reference to Exhibit 3.1 to Seritage Growth Properties' Current Report on Form 8-K (File No. 001-37420) filed with the SEC on July 10, 2015.  |
| 3.2                | Amended and Restated Bylaws  | Incorporated by reference to Exhibit 3.2 to Seritage Growth Properties' Current Report on Form 8-K (File No. 001-37420) filed with the SEC on July 10, 2015.  |
| 4.1                | Registration Rights Agreement by and among Seritage Growth Properties, ESL Partners, L.P., Edward S. Lampert, and Seritage Growth Properties, L.P., dated as of July 7, 2015                                   | Incorporated by reference to Exhibit 4.1 to Seritage Growth Properties' Current Report on Form 8-K (File No. 001-37420) filed with the SEC on July 10, 2015.  |
| 10.1               | Transition Services Agreement by and between Sears Holdings Management Corporation and Seritage Growth Properties, L.P., dated as of July 7, 2015  | Incorporated by reference to Exhibit 10.1 to Seritage Growth Properties' Current Report on Form 8-K (File No. 001-37420) filed with the SEC on July 10, 2015. |
| 10.2               | Agreement of Limited Partnership of Seritage Growth Properties, L.P., dated as of July 7, 2015   | Incorporated by reference to Exhibit 10.2 to Seritage Growth Properties' Current Report on Form 8-K (File No. 001-37420) filed with the SEC on July 10, 2015. |
| 10.3               | Master Lease by and among Seritage SRC Finance LLC, Seritage KMT Finance LLC, Kmart Operations, LLC, and Sears Operations, LLC, dated as of July 7, 2015   | Incorporated by reference to Exhibit 10.3 to Seritage Growth Properties' Current Report on Form 8-K (File No. 001-37420) filed with the SEC on July 10, 2015. |
| 10.4               | Mortgage Loan Agreement by and among Seritage SRC Finance LLC, Seritage KMT Finance LLC, certain other subsidiaries of Operating Partnership, JPMorgan Chase Bank, National Association and H/2 SO III Funding | Incorporated by reference to Exhibit 10.4 to Seritage Growth Properties' Current Report on Form 8-K (File No. 001-37420) filed with the SEC on July 10, 2015. |

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LLC, dated as of July 7, 2015

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|------|---|--|
| 10.5 | Mezzanine Loan Agreement by and among Seritage SRC Mezzanine Finance LLC, Seritage KMT Mezzanine Finance LLC, JPMorgan Chase Bank, National Association and H/2 Special Opportunities III Corp., dated as of July 7, 2015 | Incorporated by reference to Exhibit 10.5 to Seritage Growth Properties Current Report on Form 8-K (File No. 001-37420) filed with the SEC on July 10, 2015. |
| 10.6 | Seritage Growth Properties Restricted Share Agreement   | Incorporated by reference to Exhibit 10.6 to Seritage Growth Properties Current Report on Form 8-K (File No. 001-37420) filed with the SEC on July 10, 2015. |
| 10.7 | Form of Seritage Growth Properties Sign-On P-RSU Restricted Share Agreement   | Incorporated by reference to Exhibit 10.7 to Seritage Growth Properties Current Report on Form 8-K (File No. 001-37420) filed with the SEC on July 10, 2015. |
| 10.8 | Form of Seritage Growth Properties Time-Vesting Restricted Share Unit Agreement   | Incorporated by reference to Exhibit 10.8 to Seritage Growth Properties Current Report on Form 8-K (File No. 001-37420) filed with the SEC on July 10, 2015. |

|         |  |   |
|---------|--|---|
| 10.9    | Form of Seritage Growth Properties Annual P-RSU Restricted Share Agreement   | Incorporated by reference to Exhibit 10.9 to Seritage Growth Properties Current Report on Form 8-K (File No. 001-37420) filed with the SEC on July 10, 2015.  |
| 10.10   | Employment Agreement with Brian Dickman, dated as of July 6, 2015  | Incorporated by reference to Exhibit 10.10 to Seritage Growth Properties Current Report on Form 8-K (File No. 001-37420) filed with the SEC on July 10, 2015. |
| 31.1    | Certification of the Chief Executive Officer (Principal Executive Officer and Principal Financial Officer) pursuant to Section 302 of the Sarbanes-Oxley Act of 2002                         | Previously filed as an exhibit to the Registrant's Quarterly Report on Form 10-Q for the period ended June 30, 2015.  |
| 32.1    | Certification of the Chief Executive Officer (Principal Executive Officer and Principal Financial Officer) pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350 | Previously furnished as an exhibit to the Registrant's Quarterly Report on Form 10-Q for the period ended June 30, 2015.                                      |
| 101.INS | XBRL Instance Document   | Filed herewith.   |
| 101.SCH | XBRL Taxonomy Extension Schema Document  | Filed herewith.   |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document  | Filed herewith.   |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document   | Filed herewith.   |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document  | Filed herewith.   |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document   | Filed herewith.   |

**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.

SERITAGE GROWTH PROPERTIES

Dated: September 11, 2015

/s/ Benjamin Schall  
By: Benjamin Schall  
Chief Executive Officer and President

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