

SEARS HOMETOWN & OUTLET STORES, INC.  
Form DEFA14A  
April 13, 2017

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

**SCHEDULE 14A**  
**(RULE 14a-101)**  
**INFORMATION REQUIRED IN PROXY STATEMENT**  
**SCHEDULE 14A INFORMATION**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for use of the Commission Only (as Permitted By Rule 14A-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

**SEARS HOMETOWN AND OUTLET STORES, INC.**

**(Name of Registrant as Specified In Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**SEARS HOMETOWN AND OUTLET STORES, INC.**

**5500 Trillium Boulevard, Suite 501**

**Hoffman Estates, Illinois 60192**

**Supplement to April 11, 2017 Definitive Proxy Statement for Annual Meeting of Stockholders**

**To Be Held Wednesday, May 24, 2017**

This proxy statement supplement (this Proxy Supplement) updates and supplements our definitive proxy statement (the Proxy Statement) filed with the Securities and Exchange Commission on April 11, 2017 (File No. 001-35641) regarding the 2017 Annual Meeting of Stockholders of Sears Hometown and Outlet Stores, Inc. to be held on May 24, 2017 at 9:00 a.m. (Central Time) at Sears Holdings Corporation, CTC Room 702A&B, 3333 Beverly Road, Hoffman Estates, Illinois 60179 (the Annual Meeting).

Except as updated or supplemented by this Proxy Supplement, all information set forth in the Proxy Statement remains unchanged and should be considered in casting your vote by proxy or in person at the Annual Meeting.

The purpose of this Proxy Supplement is to supplement information in the Proxy Statement regarding Ryan D. Robinson, the Company's Senior Vice President, Chief Administrative Officer, and Chief Financial Officer, and E.J. Bird, the Company's Chairman of the Board and a director. Mr. Robinson has advised the Company that he is resigning his employment with the Company effective April 28, 2017 to take an employment position outside the Company. With respect to Mr. Bird, on April 12, 2017 the Board of Directors of the Company approved a Consulting Agreement with him pursuant to which he, as an independent contractor, will provide financial consulting services to the Company during May 2017 for which the Company will pay him a \$50,000 fee. The Board of Directors has determined that (1) Mr. Bird's status as a consultant will not interfere with his exercise of independent judgment in carrying out his responsibilities as a director of the Company and (2) Mr. Bird continues to meet the standards of independence with respect to Board membership under the Company's Corporate Governance Guidelines and the applicable Nasdaq listing rules. The Company and Mr. Bird have entered into the Consulting Agreement.

**If you have already submitted your proxy, you do not need to take any action unless you wish to change your vote.** This Proxy Supplement does not change the proposals to be acted upon at the Annual Meeting, which are described in the Proxy Statement.

By Order of the Board of Directors.

Charles J. Hansen

Vice President, General Counsel, and Secretary

April 13, 2017