

Seritage Growth Properties
Form 4
July 22, 2015

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Citadel GP LLC

2. Issuer Name and Ticker or Trading Symbol
Seritage Growth Properties [SRG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

131 S. DEARBORN STREET,
32ND FL,

3. Date of Earliest Transaction
(Month/Day/Year)
07/08/2015

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

CHICAGO, IL 60603

____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting Person

(City) (State) (Zip)

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			
Class A common shares	07/08/2015		P		1,025	A	\$ 37	74	I	See footnotes (1) (2) (18)
Class A common shares	07/08/2015		S		1,495	D	\$ 37	1,569	I	See footnotes (1) (3) (18)
Class A common shares	07/09/2015		P		7,736	A	\$ 37.35	6,167	I	See footnotes (1) (4) (18)
Class A common	07/09/2015		S		9,723	D	\$ 37.34	3,556	I	See footnotes

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shares									<u>(1)</u> <u>(5)</u> <u>(18)</u>
Class A common shares	07/10/2015	P	5,710	A	\$ 37.5	2,154		I	See footnotes <u>(1)</u> <u>(6)</u> <u>(18)</u>
Class A common shares	07/10/2015	S	4,811	D	\$ 37.5	2,657		I	See footnotes <u>(1)</u> <u>(7)</u> <u>(18)</u>
Class A common shares	07/13/2015	P	12,370	A	\$ 37.43	9,713		I	See footnotes <u>(1)</u> <u>(8)</u> <u>(18)</u>
Class A common shares	07/13/2015	S	12,379	D	\$ 37.43	2,666		I	See footnotes <u>(1)</u> <u>(9)</u> <u>(18)</u>
Class A common shares	07/14/2015	P	553	A	\$ 37.39	2,113		I	See footnotes <u>(1)</u> <u>(10)</u> <u>(18)</u>
Class A common shares	07/14/2015	S	230	D	\$ 37.43	2,343		I	See footnotes <u>(1)</u> <u>(11)</u> <u>(18)</u>
Class A common shares	07/15/2015	P	7,626	A	\$ 37.4	5,283		I	See footnotes <u>(1)</u> <u>(12)</u> <u>(18)</u>
Class A common shares	07/15/2015	S	8,226	D	\$ 37.42	2,943		I	See footnotes <u>(1)</u> <u>(13)</u> <u>(18)</u>
Class A common shares	07/16/2015	P	7,715	A	\$ 37.94	4,772		I	See footnotes <u>(1)</u> <u>(14)</u> <u>(18)</u>
Class A common shares	07/16/2015	S	7,502	D	\$ 37.92	2,730		I	See footnotes <u>(1)</u> <u>(15)</u> <u>(18)</u>
Class A common shares	07/17/2015	P	4,597	A	\$ 39.01	1,867		I	See footnotes <u>(1)</u> <u>(16)</u> <u>(18)</u>
Class A common shares	07/17/2015	P	20	A	\$ 38.49	1,887		I	See footnotes <u>(1)</u> <u>(18)</u>
Class A common shares	07/17/2015	S	3,280	D	\$ 39	1,393		I	See footnotes <u>(1)</u> <u>(17)</u> <u>(18)</u>
Class A common shares	07/17/2015	S	607	D	\$ 38.46	2,000		I	See footnotes <u>(1)</u> <u>(18)</u> <u>(19)</u>

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Citadel GP LLC 131 S. DEARBORN STREET, 32ND FL CHICAGO, IL 60603		X		
Surveyor Capital Ltd. C/O CITADEL GP LLC 131 S. DEARBORN STREET, 32ND FL CHICAGO, IL 60603		X		
CITADEL SECURITIES LLC C/O CITADEL GP LLC 131 S. DEARBORN STREET, 32ND FL CHICAGO, IL 60603		X		
CITADEL ADVISORS LLC C/O CITADEL GP LLC 131 S. DEARBORN STREET, 32ND FL CHICAGO, IL 60603		X		
Citadel Advisors Holdings III LP C/O CITADEL GP LLC 131 S. DEARBORN STREET, 32ND FL CHICAGO, IL 60603		X		

GRIFFIN KENNETH C
 C/O CITADEL GP LLC
 131 S. DEARBORN STREET, 32ND FL
 CHICAGO, IL 60603

X

Signatures

Citadel GP LLC, /s/ John C. Nagel, Authorized Signatory	07/22/2015
__Signature of Reporting Person	Date
Surveyor Capital Ltd., /s/ John C. Nagel, Authorized Signatory	07/22/2015
__Signature of Reporting Person	Date
Citadel Securities LLC, /s/ John C. Nagel, Authorized Signatory	07/22/2015
__Signature of Reporting Person	Date
Citadel Advisors LLC, /s/ John C. Nagel, Authorized Signatory	07/22/2015
__Signature of Reporting Person	Date
Citadel Advisors Holdings III LP, /s/ John C. Nagel, Authorized Signatory	07/22/2015
__Signature of Reporting Person	Date
Kenneth C. Griffin, /s/ John C. Nagel, attorney-in-fact	07/22/2015
__Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) This security is owned by Citadel Securities LLC ("Citadel Securities").
 This price represents the weighted average purchase price. The purchase prices for these transactions ranged from \$36.99 to \$37.01.
- (2) The Reporting Person undertakes to provide upon the request of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares purchased at each separate price. The number reported in column 5 is a negative number.
 This price represents the weighted average sale price. The sale prices for these transactions ranged from \$36.99 to \$37.01. The Reporting Person undertakes to provide upon the request of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price. The number reported in column 5 is a negative number.
- (3) This price represents the weighted average purchase price. The purchase prices for these transactions ranged from \$37.23 to \$37.45. The Reporting Person undertakes to provide upon the request of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- (4) This price represents the weighted average sale price. The sale prices for these transactions ranged from \$37.20 to \$37.45. The Reporting Person undertakes to provide upon the request of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares purchased at each separate price. The number reported in column 5 is a negative number.
- (5) This price represents the weighted average purchase price. The purchase prices for these transactions ranged from \$37.45 to \$37.50. The Reporting Person undertakes to provide upon the request of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.
- (6) This price represents the weighted average sale price. The sale prices for these transactions ranged from \$37.49 to \$37.50. The Reporting Person undertakes to provide upon the request of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares purchased at each separate price. The number reported in column 5 is a negative number.
- (7)
- (8)

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This price represents the weighted average purchase price. The purchase prices for these transactions ranged from \$37.16 to \$37.47. The Reporting Person undertakes to provide upon the request of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

- (9) This price represents the weighted average sale price. The sale prices for these transactions ranged from \$37.25 to \$37.48. The Reporting Person undertakes to provide upon the request of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares purchased at each separate price. The number reported in column 5 is a negative number.

- (10) This price represents the weighted average purchase price. The purchase prices for these transactions ranged from \$37.38 to \$37.42. The Reporting Person undertakes to provide upon the request of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares purchased at each separate price. The number reported in column 5 is a negative number.

- (11) This price represents the weighted average sale price. The sale prices for these transactions ranged from \$37.42 to \$37.45. The Reporting Person undertakes to provide upon the request of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares purchased at each separate price. The number reported in column 5 is a negative number.

- (12) This price represents the weighted average purchase price. The purchase prices for these transactions ranged from \$37.04 to \$37.80. The Reporting Person undertakes to provide upon the request of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

- (13) This price represents the weighted average sale price. The sale prices for these transactions ranged from \$37.09 to \$37.78. The Reporting Person undertakes to provide upon the request of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares purchased at each separate price. The number reported in column 5 is a negative number.

- (14) This price represents the weighted average purchase price. The purchase prices for these transactions ranged from \$37.80 to \$38.00. The Reporting Person undertakes to provide upon the request of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

- (15) This price represents the weighted average sale price. The sale prices for these transactions ranged from \$37.80 to \$38.00. The Reporting Person undertakes to provide upon the request of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares purchased at each separate price. The number reported in column 5 is a negative number.

- (16) This price represents the weighted average purchase price. The purchase prices for these transactions ranged from \$38.78 to \$39.50. The Reporting Person undertakes to provide upon the request of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares purchased at each separate price.

- (17) This price represents the weighted average sale price. The sale prices for these transactions ranged from \$38.60 to \$39.54. The Reporting Person undertakes to provide upon the request of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares purchased at each separate price. The number reported in column 5 is a negative number.

- (18) Citadel Advisors LLC ("Citadel Advisors"), a registered investment adviser, is the portfolio manager for Surveyor and EDMF. Citadel Advisors Holdings III LP ("CAH3") is the managing member of Citadel Advisors. CALC III LP ("CALC3") is the non-member manager of Citadel Securities LLC ("Citadel Securities"). Citadel GP LLC ("CGP") is the general partner of CALC3 and CAH3. Mr. Griffin is the President and Chief Executive Officer of, and owns a controlling interest in, CGP.

- (19) This price represents the weighted average sale price. The sale prices for these transactions ranged from \$38.39 to \$38.50. The Reporting Person undertakes to provide upon the request for the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares purchased at each separate price. The number reported in column 5 is a negative number.

Remarks:

Each of the Reporting Persons expressly disclaims beneficial ownership of the securities described herein except to the extent

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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