

Seritage Growth Properties  
Form SC 13G/A  
February 14, 2018

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G/A

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No. 2)\*

Seritage Growth  
Properties  
(Name of  
Issuer)

Class A  
Common Shares  
of Beneficial  
Interest, par  
value \$0.01 per  
share  
(Title of Class  
of Securities)

81752R100  
(CUSIP  
Number)

December 31,  
2017  
(Date of Event  
Which Requires  
Filing of This  
Statement)

Check the  
appropriate box  
to designate the

rule pursuant to  
which this  
Schedule is  
filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

(Page 1 of 9  
Pages)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

|   |  |
|---|--|
| <b>1</b>  | NAMES OF<br>REPORTING<br>PERSONS   |
| <b>2</b>  | Empyrean Capital<br>Overseas Master<br>Fund, Ltd.<br>CHECK<br>THE<br>APPROPRIATE<br>BOX IF A<br>MEMBER (b) $\checkmark$<br>OF A<br>GROUP |
| <b>3</b>  | SEC USE ONLY<br>CITIZENSHIP OR<br>PLACE OF<br>ORGANIZATION   |
| <b>4</b>  | Cayman Islands<br>SOLE<br>VOTING<br>POWER  |
| <b>5</b>  | 0<br>SHARED<br>VOTING<br>POWER   |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 1,669,419<br>SOLE<br>DISPOSITIVE<br>POWER  |
| <b>6</b>  | 0<br>SHARED<br>DISPOSITIVE<br>POWER  |
| <b>7</b>  | 1,669,419<br>AGGREGATE<br>AMOUNT<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON   |
| <b>8</b>  | 1,669,419  |
| <b>9</b>  | 1,669,419  |

|           |   |
|-----------|---|
| <b>10</b> | CHECK BOX<br>IF THE<br>AGGREGATE<br>AMOUNT IN ..<br>ROW (9)<br>EXCLUDES<br>CERTAIN<br>SHARES<br>PERCENT OF<br>CLASS<br>REPRESENTED BY |
| <b>11</b> | AMOUNT IN ROW<br>(9)  |
| <b>12</b> | 5.8%<br>TYPE OF<br>REPORTING<br>PERSON<br><br>CO  |

|           |  |
|-----------|--|
| <b>1</b>  | NAMES OF REPORTING PERSONS   |
| <b>2</b>  | P EMP Ltd.<br>CHECK THE APPROPRIATE BOX IF A MEMBER (b) ý OF A GROUP |
| <b>3</b>  | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION                    |
| <b>4</b>  | British Virgin Islands<br>SOLE VOTING POWER                          |
| <b>5</b>  | 0 SHARED VOTING POWER  |
| <b>6</b>  | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH    |
| <b>7</b>  | 134,195 SOLE DISPOSITIVE POWER                                       |
| <b>8</b>  | 0 SHARED DISPOSITIVE POWER   |
| <b>9</b>  | 134,195 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| <b>10</b> | 134,195 CHECK BOX IF THE   |

**11** AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 0.5%  
TYPE OF  
REPORTING  
PERSON

CO

|   |   |
|---|---|
| <b>1</b>  | NAMES OF<br>REPORTING<br>PERSONS  |
| <b>2</b>  | Empyrean Capital<br>Partners, LP<br>CHECK<br>THE<br>APPROPRIATE<br>BOX IF A<br>MEMBER (b) $\checkmark$<br>OF A<br>GROUP |
| <b>3</b>  | SEC USE ONLY<br>CITIZENSHIP OR<br>PLACE OF<br>ORGANIZATION  |
| <b>4</b>  | Delaware  |
| <b>5</b>  | SOLE<br>VOTING<br>POWER   |
| <b>6</b>  | 0<br>SHARED<br>VOTING<br>POWER  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 1,803,614<br>SOLE<br>DISPOSITIVE<br>POWER   |
| <b>7</b>  | 0<br>SHARED<br>DISPOSITIVE<br>POWER   |
| <b>8</b>  | 1,803,614<br>AGGREGATE<br>AMOUNT<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING<br>PERSON                                |
| <b>9</b>  | 1,803,614   |
| <b>10</b>   | ..  |

**11** CHECK BOX  
IF THE  
AGGREGATE  
AMOUNT IN  
ROW (9)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
REPRESENTED BY  
AMOUNT IN ROW  
(9)

**12** 6.3%  
TYPE OF  
REPORTING  
PERSON

PN



|          |  |
|----------|--|
| <b>1</b> | NAMES OF REPORTING PERSONS   |
|          | Amos Meron   |
| <b>2</b> | CHECK THE APPROPRIATE BOX IF A MEMBER (b) 1 OF A GROUP                 |
| <b>3</b> | SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION                      |
|          | United States  |
| <b>5</b> | SOLE VOTING POWER  |
|          | 0  |
| <b>6</b> | SHARED VOTING POWER  |
| <b>7</b> | 1,803,614 SOLE DISPOSITIVE POWER                                       |
| <b>8</b> | 0 SHARED DISPOSITIVE POWER   |
| <b>9</b> | 1,803,614 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
|          | 1,803,614  |

|           |   |
|-----------|---|
| <b>10</b> | CHECK BOX<br>IF THE<br>AGGREGATE<br>AMOUNT IN ..<br>ROW (9)<br>EXCLUDES<br>CERTAIN<br>SHARES<br>PERCENT OF<br>CLASS<br>REPRESENTED BY |
| <b>11</b> | AMOUNT IN ROW<br>(9)  |
| <b>12</b> | 6.3%<br>TYPE OF<br>REPORTING<br>PERSON<br><br>IN  |

**Item 1(a). NAME OF ISSUER.**

The name of the issuer is Seritage Growth Properties (the "Issuer").

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:**

The Issuer's principal executive offices are located at 489 Fifth Avenue, 18th Floor, New York, New York 10017.

**Item 2(a). NAME OF PERSON FILING:**

This statement is filed by:

- (i) Empyrean Capital Overseas Master Fund, Ltd. ("ECOMF"), a Cayman Islands exempted company, with respect to the Common Shares (as defined in Item 2(d)) directly held by it;
- (ii) P EMP Ltd. ("P EMP" and collectively with ECOMF, the "Empyrean Clients"), a British Virgin Islands business company, with respect to the Common Shares directly held by it;
- (iii) Empyrean Capital Partners, LP ("ECP"), a Delaware limited partnership, which serves as investment manager to the Empyrean Clients with respect to the Common Shares directly held by the Empyrean Clients;
- (iv) Mr. Amos Meron, who serves as the managing member of Empyrean Capital, LLC, the general partner of ECP, with respect to the Common Shares directly held by the Empyrean Clients.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of Common Shares owned by another Reporting Person.

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:**

The address of the business office of each of the Reporting Persons is c/o Empyrean Capital Partners, LP, 10250 Constellation Boulevard, Suite 2950, Los Angeles, CA 90067.

**Item 2(c). CITIZENSHIP:**

ECOMF - a Cayman Island exempted company

P EMP - a British Virgin Island business company

ECP - a Delaware limited partnership

Amos Meron - United States

**Item 2(d). TITLE OF CLASS OF SECURITIES:**

Class A Common Shares of Beneficial Interest, par value \$0.01 per share (the "Common Shares")

**Item 2(e). CUSIP NUMBER:**

81752R100

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO §§ 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);  
(a) "

Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);  
(b) "

Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);  
(c) "

Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);  
(d) "

Investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);  
(e) "

Employee benefit plan or endowment fund in accordance with  
(f) " § 240.13d-1(b)(1)(ii)(F);

Parent holding company or control person in accordance with  
(g) " § 240.13d-1(b)(1)(ii)(G);

Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);  
(h) "

Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the  
(i) " Investment Company Act (15 U.S.C. 80a-3);

Non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);  
(j) "

Group, in accordance with § 240.13d-1(b)(1)(ii)(K).  
(k) "

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please  
specify the type of institution: \_\_\_\_\_

**Item 4. OWNERSHIP.**

The information required by Items 4(a) – (c) is set forth in Rows (5) – (11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each Reporting Person.

The percentages used herein are calculated based upon 28,672,642 Common Shares issued and outstanding as of October 27, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2017, filed with the Securities and Exchange Commission on November 3, 2017.

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.**

Not applicable.

**Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.**

Not applicable.

**Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP.**

Not applicable.

**Item 10. CERTIFICATION.**

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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**SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: February 14, 2018

**empyrean capital partners, lp**

By: /s/ C. Martin Meekins

Name: C. Martin Meekins

Title: Chief Operating Officer

**Empyrean Capital Overseas MASTER Fund, Ltd.**

By: Empyrean Capital Partners, LP,  
its Investment Manager

By: /s/ C. Martin Meekins

Name: C. Martin Meekins

Title: Chief Operating Officer

**P EMP Ltd.**

By: Empyrean Capital Partners, LP,  
its Investment Manager

By: /s/ C. Martin Meekins

Name: C. Martin Meekins

Title: Chief Operating Officer

/s/ Amos Meron

**AMOS MERON**