Container Store Group, Inc.

Form 4

November 04, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

Washington, D.C. 20549 Check this box

3235-0287 Number: January 31,

2005

0.5

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

Estimated average burden hours per

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

response...

Expires:

may continue. See Instruction

obligations

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MILLER JEFFREY A

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

Container Store Group, Inc. [TCS]

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

10/31/2013

Director 10% Owner Other (specify X_ Officer (give title

C/O THE CONTAINER STORE GROUP, INC., 500 FREEPORT **PARKWAY**

4. If Amendment, Date Original

VICE PRESIDENT & CAO 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

COPPELL, TX 75019

Security

(Instr. 3)

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Street)

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported (A) or

(Instr. 3, 4 and 5)

Transaction(s) (Instr. 3 and 4)

Following

Code V Amount (D) Price

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if Derivative Conversion

5. Number of Transaction Derivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8 Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/	Year)	(Instr. 3 and	4)	(
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 18	10/31/2013		A	20,337	<u>(2)</u>	10/31/2023	Common Stock	20,337 (1)	
Stock Option (Right to Buy)	\$ 18	10/31/2013		A	15,750 (1)	<u>(3)</u>	10/31/2023	Common Stock	15,750 (1)	

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MILLER JEFFREY A C/O THE CONTAINER STORE GROUP, INC. 500 FREEPORT PARKWAY COPPELL, TX 75019

VICE PRESIDENT & CAO

Signatures

/s/ Joan Manson, Attorney-in-Fact for Jeffrey A.
Miller

11/04/2013

**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) Prior to the closing of the Issuer's initial public offering the Issuer effected a one (1) to 5.88046593587358 forward split of its Common Stock (the "Stock Split"). The number of shares of Common Stock reported in this line item reflects the Stock Split.
- (2) The option vests and is immediately exercisable beginning on 11/06/2013.
- (3) The option vests in equal installments on each of the first seven anniversaries of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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