Michaels Companies, Inc. Form 4

March 31, 2016

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

**OMB** 

Number:

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**OMB APPROVAL** 

3235-0287

January 31,

2005

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BAIN CAPITAL INVESTORS LLC			2. Issuer Name <b>and</b> Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
			Michaels Companies, Inc. [MIK]			]	(Check all applicable)				
(Last)	(First)	(Middle)	3. Date	of Earliest	Transaction						
200 CLARENDON STREET			(Month/Day/Year) 03/29/2016				- - b	DirectorX 10% Owner Officer (give title below) Other (specify below)			
(Street) 4.			4. If An	nendment,	Date Original		6. Individual or Joint/Group Filing(Check				
BOSTON, MA 02116								Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tal	ble I - Non	-Derivative So	ecuriti	es Acqui	red, Disposed of,	or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transacti Code (Instr. 8)	4. Securities order Disposed (Instr. 3, 4 and Amount	of (D)	red (A)	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)	
Common Stock	03/29/2016			S	8,280,230	D	\$ 26.08	58,298,929	I	See Footnotes (1) (2) (3)	

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

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

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerc Expiration D		7. Title at Amount of		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(monda, Day, Teal)	(Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		Underlyin Securities (Instr. 3 a	ng s	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	or Title Nu of	nount umber uares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>Fg</b>	Director	10% Owner	Officer	Other			
BAIN CAPITAL INVESTORS LLC 200 CLARENDON STREET BOSTON, MA 02116		X					
Bain Capital Integral Investors 2006, LLC 200 CLARENDON STREET BOSTON, MA 02116		X					
BCIP TCV, LLC 200 CLARENDON STREET BOSTON MA 02116		X					

# **Signatures**

Bain Capital Investors, LLC, By: /s/ Joshua Bekenstein, Name: Joshua Bekenstein, Title:					
Managing Director	03/31/2016				
**Signature of Reporting Person	Date				
Bain Capital Integral Investors 2006, LLC, By: Bain Capital Investors, LLC, its					
administrative member, By: /s/ Joshua Bekenstein, Name: Joshua Bekenstein, Title: Managing					
Director					
**Signature of Reporting Person	Date				
BCIP TCV, LLC, By: Boylston Coinvestors, LLC, its administrative member, By: /s/ Joshua					
Bekenstein, Name: Joshua Bekenstein, Title: Authorized Signatory	03/31/2016				
**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) Bain Capital Investors, LLC ("BCI") is the administrative member of Bain Capital Integral Investors 2006, LLC ("Integral 2006"). On March 29, 2016, Integral 2006 sold 8,254,900 shares of Common Stock. Following such sale, Integral 2006 held 58,128,781 shares of

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Common Stock.

- On March 29, 2016, BCIP TCV, LLC ("BCIP TCV" and together with Integral 2006, the "Bain Capital Entities"), whose administrative (2) member is Boylston Coinvestors, LLC, sold 25,330 shares of Common Stock. Following such sale, BCIP TCV held 170,148 shares of Common Stock.
- The governance, investment strategy and decision-making process with respect to the investments held by the Bain Capital Entities is directed by BCI's Global Private Equity Board. As a result, BCI may be deemed to share voting and dispositive power with respect to all of the shares of Common Stock held by the Bain Capital Entities. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein.

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.