

Container Store Group, Inc.
Form 4
November 07, 2013

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 *
VON MENTZER PER

(Last) (First) (Middle)

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

(Street)

COPPELL, TX 75019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Container Store Group, Inc. [TCS]

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

11/06/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO OF ELFA

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) |
|---------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| 12% Senior Cumulative Preferred Stock | 11/06/2013 | | D | 35 ⁽¹⁾ | D | \$ 0 0 | D |
| Common Stock | 11/06/2013 | | A | 1,944 ⁽²⁾ | A | \$ 0 3,708 ⁽²⁾ | D |
| 12% Junior Cumulative Preferred Stock | 11/06/2013 | | D | 35 ⁽¹⁾ | D | \$ 0 0 | D |

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| | | | | | | | |
|--------------|------------|---|--------------|---|-------|-----------|---|
| Common Stock | 11/06/2013 | A | 3,356 (2) | A | \$ 0 | 7,064 (2) | D |
| Common Stock | 11/06/2013 | P | 25,000 | A | \$ 18 | 32,064 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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 Beneficially Owned Following Reported Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

VON MENTZER PER
C/O THE CONTAINER STORE GROUP, INC.
500 FREEPORT PARKWAY
COPPELL, TX 75019

CEO OF ELFA

Signatures

/s/ Joan Manson, Attorney-in-Fact for Per von Mentzer

11/07/2013

__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) As more fully described in the Issuer's Registration Statement on Form S-1 (Registration No. 333-191465) (the "Registration Statement"), in connection with the Issuer's initial public offering (the "Offering"), upon the closing of the Offering, each outstanding share of 12%

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Senior Cumulative Preferred Stock ("Senior Preferred Stock") and 12% Junior Cumulative Preferred Stock ("Junior Preferred Stock" and, collectively with Senior Preferred Stock, the "Preferred Stock") were exchanged (the "Preferred Stock Exchange") for a number of shares of Common Stock of the Issuer determined by dividing (a) the liquidation preference amount of such Preferred Stock by (b) with respect to the Senior Preferred Stock, the initial public offering price of \$18.00 and, with respect to the Junior Preferred Stock, the Junior Preferred Stock Exchange Price (as defined in the Registration Statement).

- 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
- (2) Stock (the "Stock Split"). The aggregate number of shares of Common Stock reported in this line item reflects the Preferred Stock Exchange and the Stock Split and any fractional share adjustments.

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.