

Michaels Companies, Inc.
Form 4
January 28, 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 *
Blackstone Management Associates
V L.L.C.

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP
L.P., 345 PARK AVENUE

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Michaels Companies, Inc. [MIK]

3. Date of Earliest Transaction
(Month/Day/Year)
01/28/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

___ Form filed by One Reporting Person
X 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)
Common Stock	01/28/2015		S	8,363,389 D	\$ 22.58 53,135,912 (14)	I	See Footnotes (1) (7) (9) (11) (12) (13)
Common Stock	01/28/2015		S	1,955,026 D	\$ 22.58 12,110,550 (14)	I	See Footnotes (2) (7) (9) (11) (12) (13)
Common Stock	01/28/2015		S	120,280 D	\$ 22.58 760,558 (14)	I	See Footnotes (3) (8) (9) (11) (12) (13)

					\$			See
Common Stock	01/28/2015	S	25,530	D	22.58 (14)	161,435	I	Footnotes (4) (8) (9) (11) (12) (13)
Common Stock	01/28/2015	S	374,450	D	22.58 (14)	2,367,766	I	See Footnotes (5) (7) (9) (11) (12) (13)
Common Stock	01/28/2015	S	284,125	D	22.58 (14)	1,796,609	I	See Footnotes (6) (10) (11) (12) (13)

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 Beneficially Owned Following Transaction (Instr. 6)
				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
Blackstone Management Associates V L.L.C. C/O THE BLACKSTONE GROUP L.P., 345 PARK AVENUE NEW YORK, NY 10154		X		
BCP V-S L P C/O THE BLACKSTONE GROUP L.P.,		X		

345 PARK AVENUE
NEW YORK, NY 10154

Blackstone Family Investment Partnership V L.P.
C/O THE BLACKSTONE GROUP L.P.,
345 PARK AVENUE
NEW YORK, NY 10154

X

Blackstone Participation Partnership V L.P.
C/O THE BLACKSTONE GROUP L.P.,
345 PARK AVENUE
NEW YORK, NY 10154

X

BLACKSTONE FAMILY INVESTMENT PARTNERSHIP V-SMD L.P.
C/O THE BLACKSTONE GROUP L.P.,
345 PARK AVENUE
NEW YORK, NY 10154

X

BCP V CO-INVESTORS L.P.
C/O THE BLACKSTONE GROUP L.P.,
345 PARK AVENUE
NEW YORK, NY 10154

X

BLACKSTONE CAPITAL PARTNERS V L P
C/O THE BLACKSTONE GROUP L.P.,
345 PARK AVENUE
NEW YORK, NY 10154

X

Signatures

BLACKSTONE CAPITAL PARTNERS V L.P. By: Blackstone Management Associates V L.L.C., its general partner By: BMA V L.L.C., its sole member By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

01/28/2015

__Signature of Reporting Person

Date

BCP V-S L.P. By: Blackstone Management Associates V L.L.C., its general partner By: BMA V L.L.C., its sole member By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

01/28/2015

__Signature of Reporting Person

Date

BLACKSTONE FAMILY INVESTMENT PARTNERSHIP V L.P. By: BCP V Side-by-Side GP L.L.C., its general partner By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

01/28/2015

__Signature of Reporting Person

Date

BLACKSTONE PARTICIPATION PARTNERSHIP V L.P. By: BCP V Side-by-Side GP L.L.C., its general partner By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

01/28/2015

__Signature of Reporting Person

Date

BLACKSTONE FAMILY INVESTMENT PARTNERSHIP V-SMD L.P. By: Blackstone Family GP L.L.C., its general partner By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer

01/28/2015

__Signature of Reporting Person

Date

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BCP V CO-INVESTORS L.P. By: Blackstone Management Associates V L.L.C., its general partner By: BMA V L.L.C., its sole member By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer 01/28/2015

__Signature of Reporting Person Date

BLACKSTONE MANAGEMENT ASSOCIATES V L.L.C. By: BMA V L.L.C., its sole member By: /s/ John G. Finley Name: John G. Finley Title: Chief Legal Officer 01/28/2015

__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) These securities are directly held by Blackstone Capital Partners V L.P.
- (2) These securities are directly held by BCP V-S L.P.
- (3) These securities are directly held by Blackstone Family Investment Partnership V L.P.
- (4) These securities are directly held by Blackstone Participation Partnership V L.P.
- (5) These securities are directly held by BCP V Co-Investors L.P.
- (6) These securities are directly held by Blackstone Family Investment Partnership V-SMD L.P. (Blackstone Family Investment Partnership V-SMD L.P., together with Blackstone Capital Partners V L.P., BCP V-S L.P., Blackstone Family Investment Partnership V L.P., Blackstone Participation Partnership V L.P. and BCP V Co-Investors L.P., the "Blackstone Funds").
- (7) The general partner of Blackstone Capital Partners V L.P., BCP V-S L.P. and BCP V Co-Investors L.P. is Blackstone Management Associates V L.L.C. BMA V L.L.C. is the sole member of Blackstone Management Associates V L.L.C.
- (8) The general partner of Blackstone Family Investment Partnership V L.P. and Blackstone Participation Partnership V L.P. is BCP V Side-by-Side GP L.L.C.
Blackstone Holdings III L.P. is the sole member of BCP V Side-by-Side GP L.L.C. and the managing member and majority in interest owner of BMA V L.L.C. The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.
- (9) The general partner of Blackstone Family Investment Partnership V-SMD L.P. is Blackstone Family GP L.L.C. Blackstone Family GP L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Mr. Schwarzman.
- (10) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.
Each of the Reporting Persons (other than each of the Blackstone Funds to the extent they directly hold securities reported herein), disclaims beneficial ownership of the securities held by the Blackstone Funds, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than each of the Blackstone Funds to the extent they directly hold securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.
- (11) Due to the limitations of the electronic filing system, BMA V L.L.C., BCP V Side-By-Side GP L.L.C., Blackstone Family GP L.L.C., Blackstone Holdings III L.P., Blackstone Holdings III GP L.P., Blackstone Holdings III GP Management L.L.C., The Blackstone Group L.P., Blackstone Group Management L.L.C. and Stephen A. Schwarzman have filed a separate Form 4.
- (12) This amount represents the \$23.52 public offering price per share of Common Stock, par value \$0.067751 ("Common Stock"), of The Michaels Companies, Inc., less the underwriting discount of \$0.94 per share of Common Stock.
- (13) This amount represents the \$23.52 public offering price per share of Common Stock, par value \$0.067751 ("Common Stock"), of The Michaels Companies, Inc., less the underwriting discount of \$0.94 per share of Common Stock.
- (14)

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.