

Michaels Companies, Inc.  
Form 4  
March 24, 2016

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BEKENSTEIN JOSHUA**

(Last) (First) (Middle)

**C/O BAIN CAPITAL INVESTORS,  
LLC, 200 CLARENDON STREET**

(Street)

**BOSTON, MA 02116**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**Michaels Companies, Inc. [MIK]**

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

**03/22/2016**

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)

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)
Common Stock	03/22/2016		<u>J</u> <sup>(3)</sup>	398,818 <u>(3)</u>	D \$ 0 66,579,159	I	See Footnotes <u>(1)</u> <u>(2)</u>
Common Stock	03/22/2016		<u>G</u> <sup>(4)</sup>	146,388	D \$ 0 0	D	

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

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SEC 1474  
(9-02)

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**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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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

BEKENSTEIN JOSHUA  
C/O BAIN CAPITAL INVESTORS, LLC  
200 CLARENDON STREET  
BOSTON, MA 02116

X X

## Signatures

/s/ Joshua

Bekenstein

03/24/2016

\*\*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) Represents shares of Common Stock held directly by Bain Capital Integral Investors 2006, LLC and BCIP TCV, LLC (collectively, the "Bain Capital Entities").

The governance, investment strategy and decision-making process with respect to investments held by the Bain Capital Entities is directed by the Global Private Equity Board ("GPEB") of Bain Capital Investors, LLC ("BCI"). Joshua Bekenstein is a Managing

- (2) Director of BCI and a member of GPEB. By virtue of the relationships described in these footnotes, Mr. Bekenstein 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. Mr. Bekenstein disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

- (3) On March 22, 2016, certain of the Bain Capital Entities distributed 398,818 shares of Common Stock to one or more members or partners of the Bain Capital Entities, including 146,388 shares of Common Stock to Mr. Bekenstein in connection with certain charitable gifts made by such members or partners or their direct or indirect owners, including Mr. Bekenstein, on March 22, 2016.

- (4) Mr. Bekenstein made a charitable gift of all 146,388 shares of Common Stock that he received in connection with the distribution described in footnote 3 above.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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