Michaels Companies, Inc.

Form 3 June 26, 2014

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

INITIAL STATEMENT OF 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 *

A Cook Todd Michael

(Last)

STREET

(First)

BAIN CAPITAL INVESTORS,

(Street)

LLC, JOHN HANCOCK **TOWER. 200 CLARENDON**

(Middle)

Statement

(Month/Day/Year)

06/26/2014

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Michaels Companies, Inc. [MIK]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

X 10% Owner _X_ Director Officer Other (give title below) (specify below)

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

Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

BOSTON, MAÂ 02116

(City) (State) (Zip)

(Instr. 4)

1. Title of Security

Table I - Non-Derivative Securities Beneficially Owned

Beneficially Owned (Instr. 4)

2. Amount of Securities

Ownership Form:

Ownership

(Instr. 5)

Direct (D) or Indirect

(Instr. 5)

Common Stock Ι See Footnotes (1) (2) (3)81,455,630

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security**

Conversion or Exercise

Ownership Form of

6. Nature of Indirect Beneficial Ownership

(Instr. 5)

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(Instr. 4) Price of Derivative Derivative Security: Date **Expiration Title** Amount or Security Direct (D) Exercisable Number of or Indirect Shares (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Cook Todd Michael BAIN CAPITAL INVESTORS, LLC JOHN HANCOCK TOWER, 200 CLARENDON STREET BOSTON, MAÂ 02116

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Signatures

/s/ Todd M. Cook 06/26/2014

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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"). As of June 26, 2014, Integral 2006 held 81,217,899 shares of Common Stock.
- (2) BCI is also the administrative member of BCIP TCV, LLC ("BCIP TCV" and together with Integral 2006, the "Bain Entities"). As of June 26, 2014, BCIP TCV held 237,731 shares of Common Stock.
- Todd M. Cook is a Managing Director of BCI. By virtue of the relationships described in these footnotes, Mr. Cook may be deemed to share voting and dispositive power with respect to all of the shares of Common Stock held by the Bain Entities. Mr. Cook disclaims beneficial ownership of such securities except to the extent of his 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.

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