

MICHAELS STORES INC

Form 8-K

July 07, 2004

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): **June 17, 2004**

**MICHAELS STORES, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**001-09338**  
(Commission  
File Number)

**75-1943604**  
(IRS Employer  
Identification No.)

**8000 Bent Branch Drive  
Irving, Texas 75063  
P.O. Box 619566  
DFW, Texas 75261-9566**  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(972) 409-1300**

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Item 5. Other Events and Required FD Disclosure.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

SIGNATURE

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Certificate of Amendment

Amended and Restated Bylaws

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On June 17, 2004, the Board of Directors (the Board) of Michaels Stores, Inc. (the Company) made its annual determination as to those officers of the Company that will be designated executive officers. The following individuals were designated executive officers of the Company:

|                      |  |
|----------------------|--|
| Charles J. Wyly, Jr. | Chairman of the Board of Directors                   |
| Sam Wyly             | Vice Chairman of the Board of Directors              |
| R. Michael Rouleau   | President and Chief Executive Officer                |
| Ronald S. Staffieri  | President Michaels Stores Group                      |
| Jeffrey N. Boyer     | Executive Vice President Chief Financial Officer     |
| Edward F. Sadler     | Executive Vice President Store Operations            |
| Gregory A. Sandfort  | Executive Vice President General Merchandise Manager |

**Amendment to Restated Certificate of Incorporation**

On June 17, 2004, an amendment to the Restated Certificate of Incorporation of the Company, increasing the number of authorized shares of common stock of the Company, was adopted by the Company's stockholders and filed with the Secretary of State of the State of Delaware. A copy of the Restated Certificate of Incorporation and all subsequent amendments thereto, including the one described in the immediately preceding sentence, are attached as exhibits to this Current Report on Form 8-K.

**Amended and Restated Bylaws**

On June 17, 2004, the Board adopted Amended and Restated Bylaws of the Company, a copy of which is attached as an exhibit to this Current Report on Form 8-K.

**Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.**

(c) Exhibits:

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 3.1                       | Restated Certificate of Incorporation of Michaels Stores, Inc.                                 |
| 3.2                       | Certificate of Amendment to the Restated Certificate of Incorporation of Michaels Stores, Inc. |
| 3.3                       | Certificate of Amendment to the Restated Certificate of Incorporation of Michaels Stores, Inc. |
| 3.4                       | Certificate of Amendment to the Restated Certificate of Incorporation of Michaels Stores, Inc. |
| 3.5                       | Amended and Restated Bylaws of Michaels Stores, Inc.   |



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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MICHAELS STORES, INC.

By: /s/ Jeffrey N. Boyer  
Jeffrey N. Boyer  
Executive Vice President  
Chief Financial Officer

Date: July 7, 2004

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