

Michaels Companies, Inc.
Form 3
June 26, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Blackstone Management Associates V L.L.C. | | | (Month/Day/Year) | Michaels Companies, Inc. [MIK] | |
| (Last) | (First) | (Middle) | 06/26/2014 | | |
| C/O THE BLACKSTONE GROUP,Â 345 PARK AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | |
| NEW YORK,Â NYÂ 10154 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 61,499,301 | I | See Footnotes <u>(1)</u> <u>(7)</u> <u>(9)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> |
| Common Stock | 14,065,576 | I | See Footnotes <u>(2)</u> <u>(7)</u> <u>(9)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> |
| Common Stock | 880,838 | I | See Footnotes <u>(3)</u> <u>(8)</u> <u>(9)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> |
| Common Stock | 186,965 | I | See Footnotes <u>(4)</u> <u>(8)</u> <u>(9)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> |
| Common Stock | 2,742,216 | I | See Footnotes <u>(5)</u> <u>(7)</u> <u>(9)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> |
| Common Stock | 2,080,734 | I | See Footnotes <u>(6)</u> <u>(10)</u> <u>(11)</u> <u>(12)</u> <u>(13)</u> |

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

SEC 1473 (7-02)

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.

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 (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
| | 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 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | ^ |
| BCP V-S L P 345 PARK AVE NEW YORK, NY 10154 | ^ | ^ X | ^ | ^ |
| Blackstone Family Investment Partnership V L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | ^ |
| Blackstone Participation Partnership V L.P. C/O THE BLACKSTONE GROUP 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | ^ |
| BLACKSTONE FAMILY INVESTMENT PARTNERSHIP V-SMD L.P. CO/ THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | ^ |
| BCP V CO-INVESTORS L.P. CO/ THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154 | ^ | ^ X | ^ | ^ |
| BLACKSTONE CAPITAL PARTNERS V L P 345 PARK AVE 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

06/26/2014

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| <u>Signature of Reporting Person</u> | 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 | 06/26/2014 |
| <u>Signature of Reporting Person</u> | 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 | 06/26/2014 |
| <u>Signature of Reporting Person</u> | 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 | 06/26/2014 |
| <u>Signature of Reporting Person</u> | 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 | 06/26/2014 |
| <u>Signature of Reporting Person</u> | Date |
| 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 | 06/26/2014 |
| <u>Signature of Reporting Person</u> | 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 | 06/26/2014 |
| <u>Signature of Reporting Person</u> | Date |

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) 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.
- (9) 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.

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- (10) 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.
- (11) 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.
- (12) 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.
- (13) 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 3.

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.