

Michaels Companies, Inc.
Form 4
March 24, 2016

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 *
BAIN CAPITAL INVESTORS LLC

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
200 CLARENDON STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/22/2016

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

BOSTON, MA 02116
(City) (State) (Zip)

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

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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | | |
| Common Stock | 03/22/2016 | | J ⁽¹⁾ | | 398,818 ⁽¹⁾ | D | \$ 0 |
| | | | | | 66,579,159 | I | |

See Footnotes (1) (2) (3)

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

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

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| 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... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAIN CAPITAL INVESTORS LLC 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| Bain Capital Integral Investors 2006, LLC 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |
| BCIP TCV, LLC 200 CLARENDON STREET BOSTON, MA 02116 | | X | | |

Signatures

Bain Capital Investors, LLC, By: /s/ Joshua Bekenstein, Name: Joshua Bekenstein, Title: Managing Director 03/24/2016
__Signature of Reporting Person Date

Bain Capital Integral Investors 2006, LLC, By: Bain Capital Investors, LLC, its administrative member, By: /s/ Joshua Bekenstein, Name: Joshua Bekenstein, Title: Managing Director 03/24/2016
__Signature of Reporting Person Date

BCIP TCV, LLC, By: Boylston Coinvestors, LLC, its administrative member, By: /s/ Joshua Bekenstein, Name: Joshua Bekenstein, Title: Authorized Signatory 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) Bain Capital Investors, LLC ("BCI") is the administrative member of Bain Capital Integral Investors 2006, LLC ("Integral 2006"). On March 22, 2016, Integral 2006 distributed 398,818 shares of Common Stock to one or more of its members or partners in connection with

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certain charitable gifts made on March 22, 2016. Following such distribution, Integral 2006 held 66,383,681 shares of Common Stock.

- (2) As of March 22, 2016, BCIP TCV, LLC ("BCIP TCV" and together with Integral 2006, the "Bain Capital Entities"), whose administrative member is Boylston Coinvestors, LLC held 195,478 shares of Common Stock.

- (3) The governance, investment strategy and decision-making process with respect to the investments held by the Bain Capital Entities is directed by BCI's Global Private Equity Board. As a result, BCI 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. BCI disclaims beneficial ownership of such securities except to the extent of its 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.

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