

Michaels Companies, Inc.  
Form S-1MEF  
January 22, 2015

As filed with the Securities and Exchange Commission on January 22, 2015

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-1**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

**THE MICHAELS COMPANIES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**5945**  
(Primary standard industrial  
classification code number)

**37-1737959**  
(I.R.S. employer  
identification number)

**8000 Bent Branch Drive**  
**Irving, Texas 75063**  
**Telephone: (972) 409-1300**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Charles M. Sonstebly**

**Chief Administrative Officer and Chief Financial Officer**

**8000 Bent Branch Drive**

**Irving, Texas 75063**

**Telephone: (972) 409-1300**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**Copies to:**

**David A. Fine**  
Ropes & Gray LLP  
Prudential Tower  
800 Boylston Street  
Boston, Massachusetts  
02199  
Telephone:  
(617) 951-7000

**Michael J. Veitenheimer**  
The Michaels Companies, Inc.  
Senior Vice President General Counsel and Secretary  
8000 Bent Branch Drive  
Irving, Texas 75063  
Telephone: (972) 409-1300

**D. Rhett Brandon**  
Simpson Thacher &  
Bartlett LLP  
425 Lexington Avenue  
New York, New York  
10017  
Telephone:  
(212) 455-2000

**Approximate date of commencement of proposed sale to the public:**

**As soon as practicable after this registration statement becomes effective.**

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-201444

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one).

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Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

| <b>Title of each class of securities to be registered</b> | <b>Amount to be registered(1)</b> | <b>Proposed maximum aggregate offering price per share</b> | <b>Proposed maximum aggregate offering price(2)</b> | <b>Amount of registration fee</b> |
|---|-----------------------------------|--|---|-----------------------------------|
| Common Stock,   | 3,220,000                         | \$ 23.52   | \$ 75,734,400                                       | \$ 8,801                          |

(1) Represents only the additional number of shares being registered and includes 420,000 shares of common stock issuable upon exercise of the underwriters' option to purchase additional shares. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-201444).

(2) Calculated solely for purposes of calculating the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended.

**The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.**

**Explanatory note and incorporation by reference**

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the Securities Act ). The contents of the Registration Statement on Form S-1 (File No. 333-201444) filed by The Michaels Companies, Inc. with the Securities and Exchange Commission (the Commission ) pursuant to the Securities Act, as amended on January 20, 2015, which was declared effective by the Commission on January 22, 2015, are incorporated by reference into this Registration Statement.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith or incorporated herein by reference in accordance with Rule 439(b) of the Securities Act.

**Signatures**

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irving, State of Texas on the 22nd day of January, 2015.

**The Michaels Companies, Inc.**

By: /s/ CARL S. RUBIN  
 Name: Carl S. Rubin  
 Title: *Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                                       | <b>Title</b>   | <b>Date</b>      |
|--|--|------------------|
| /s/ CARL S. RUBIN<br>Carl S. Rubin                     | Director and Chief Executive Officer<br>(Principal Executive Officer)                        | January 22, 2015 |
| /s/ CHARLES M. SONSTEBY<br>Charles M. Sonstebey        | Chief Administrative Officer and<br>Chief Financial Officer<br>(Principal Financial Officer) | January 22, 2015 |
| /s/ MICHAEL J. VEITENHEIMER<br>Michael J. Veitenheimer | Senior Vice President General<br>Counsel and Secretary                                       | January 22, 2015 |
| /s/ JAMES E. SULLIVAN<br>James E. Sullivan             | Vice President Chief Accounting<br>Officer and Controller<br>(Principal Accounting Officer)  | January 22, 2015 |
| *<br>Joshua Bekenstein                                 | Director   | January 22, 2015 |
| *<br>Todd M. Cook                                      | Director   | January 22, 2015 |
| *<br>Nadim El Gabbani                                  | Director   | January 22, 2015 |
| *<br>Lewis S. Klessel                                  | Director   | January 22, 2015 |
| *<br>Matthew S. Levin                                  | Director   | January 22, 2015 |

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|                  |          |  |                  |
|------------------|----------|--|------------------|
| *                |          |  |                  |
| John J. Mahoney  | Director |  | January 22, 2015 |
| *                |          |  |                  |
| James A. Quella  | Director |  | January 22, 2015 |
| *                |          |  |                  |
| Beryl B. Raff    | Director |  | January 22, 2015 |
| *                |          |  |                  |
| Peter F. Wallace | Director |  | January 22, 2015 |

By:                   /s/ CHARLES M. SONSTEBY  
                          Charles M. Sonstebly  
                          Attorney-in-fact

Date: January 22, 2015

**Exhibit list**

| <b>Exhibit no.</b> | <b>Description</b>  |
|--------------------|---|
| 5.1                | Opinion of Ropes & Gray LLP   |
| 23.1               | Consent of Ernst & Young LLP  |
| 23.2               | Consent of Ropes & Gray LLP (included in the opinion filed as Exhibit 5.1)  |
| 24.1               | Powers of Attorney (previously filed on the signature page to the Registrant's Registration Statement on Form S-1, Registration No. 333-201444, and incorporated by reference herein) |