

RUBIN CARL
Form 4
April 05, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RUBIN CARL

(Last) (First) (Middle)

8000 BENT BRANCH DRIVE

(Street)

IRVING, TX 75063

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

Michaels Companies, Inc. [MIK]

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

03/31/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Former Chairman & CEO

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)
Common Stock	03/31/2019		M	18,609 A	281,279	D	
Common Stock	04/01/2019		M	9,505 A	290,784	D	
Common Stock	04/01/2019		F ⁽²⁾	9,831 D	\$ 11.51	280,953	D

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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

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. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	03/31/2019		M		18,609		(3)	(3)	Common Stock	18,609
Restricted Stock Units	(1)	04/01/2019		M		9,505		(4)	(4)	Common Stock	9,505

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RUBIN CARL 8000 BENT BRANCH DRIVE IRVING, TX 75063	X Former Chairman & CEO

Signatures

Michael J. Veitenheimer, as
attorney-in-fact

04/05/2019

**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) Each restricted stock unit represents a contingent right to receive one share of common stock without the payment of additional consideration.
- (2) Withholding of common stock to satisfy reporting person's tax obligation upon the restriction lapse of a restricted stock award and the vesting of restricted stock units.
- (3) On March 31, 2017, the reporting person was granted 74,438 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date.
- (4) On September 14, 2016, the reporting person was granted 69,735 restricted stock units, vesting in four equal installments beginning on the first anniversary of the grant date. In connection with the reporting person's resignation, a portion of this award accelerated and vested on April 1, 2019 (the "Separation Date"). This portion was a prorated amount of the shares to vest on September 14, 2019, based

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on the number of days the reporting person was employed with The Michaels Companies, Inc. (the "Company") beginning on September 14, 2018 and ending on the Separation Date.

Remarks:

The reporting person resigned as the Chief Executive Officer of the Company effective February 28, 2019 and as the Chairman

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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