

Michaels Companies, Inc.  
Form 3  
June 26, 2014

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**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 <b>and</b> Ticker or Trading Symbol                              |  |
| Â RUBIN CARL   |         | (Month/Day/Year)                     | Michaels Companies, Inc. [MIK]  |  |
| (Last)   | (First) | (Middle)                             | 06/26/2014  |  |
| C/O THE MICHAELS COMPANIES, INC., Â 8000 BENT BRANCH DRIVE |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                                | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)   |         |                                      | (Check all applicable)  |  |
| IRVING, Â TX Â 75063                                       |         |                                      | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)   | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|  |         |                                      | (give title below) (specify below)  | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|  |         |                                      | Chief Executive Officer   |  |

**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                    | 315,353   | D  | Â   |

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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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|                                 | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|---------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|
| Option to Purchase Common Stock | Â (1)            | 03/17/2021      | Common Stock | 1,845,000                  | \$ 13.86 | D Â                                   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| RUBIN CARL<br>C/O THE MICHAELS COMPANIES, INC.<br>8000 BENT BRANCH DRIVE<br>IRVING, TX 75063 | Â X           | Â         | Â Chief Executive Officer | Â     |

## Signatures

/s/ Michael J. Veitenheimer, as attorney-in-fact 06/26/2014

\_\_Signature of Reporting Person 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) This option to purchase common stock vests in equal installments annually over five years beginning on the first anniversary of the grant date of March 18, 2013.

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### Remarks:

Exhibit List: Â Exhibit 24 - Power of Attorney

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.