

RUBIN CARL
Form 4
April 05, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
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 (Instr. 4) | | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|---------|---------|---|
| | | | Code | V | Amount or Price | | | | | |
| 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.

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

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. 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
Date: 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

Edgar Filing: RUBIN CARL - Form 4

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.

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.