Container Store Group, Inc.

Form 4

August 03, 2016

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

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

2. Issuer Name and Ticker or Trading

Container Store Group, Inc. [TCS]

3. Date of Earliest Transaction

1(b).

(Last)

PARKWAY

1. Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * STERN CARYL

COPPELL, TX 75019

(First)

(Middle)

C/O THE CONTAINER STORE GROUP, INC., 500 FREEPORT

(Street)

4. If Amendment, Date Original

Symbol

Filed(Month/Day/Year)

(Month/Day/Year)

08/01/2016

(City) (State) (Zip)

2. Transaction Date 2A. Deemed

(Month/Day/Year)

(Month/Day/Year) Execution Date, if

TransactionAcquired (A) or Code (Instr. 8)

3.

Disposed of (D)

(Instr. 3, 4 and 5)

4. Securities

(A)

or

Code V Amount (D) Price

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Ownership Owned (I) (Instr. 4) (Instr. 4) Following

Reported Transaction(s)

(Instr. 3 and 4)

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

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SEC 1474 (9-02)

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

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8 Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	or Dis (D) (Instr.	Acquired (A) or Disposed of		(Month/Day/Year)		(Instr. 3 and 4)	
				Code	V (A)) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 5.35	08/01/2016		A	30,6	75	<u>(1)</u>	08/01/2026	Common Stock	30,675	

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
STERN CARYL C/O THE CONTAINER STORE GROUP, INC. 500 FREEPORT PARKWAY COPPELL, TX 75019	X					

Signatures

/s/ Joan Manson, Attorney-in-Fact for Caryl Stern

08/03/2016 Date

**Signature of Reporting Person

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).

Subject to the Reporting Person's continued service through each such vesting date, the option shall vest and become exercisable in three equal installments as follows: (i) the first installment shall vest on the earlier of (x) the day immediately preceding the date of the first annual meeting of the Issuer's stockholders, an "Annual Meeting") following August 1, 2016 (the "Grant Date") and (y) August 1, 2017; (ii) the second installment shall vest on the earlier of (x) the day immediately preceding the second Annual Meeting following the Grant Date and (y) August 1, 2018; and (iii) the third installment shall vest on the earlier of (x) the day immediately preceding the third Annual Meeting following the Grant Date and (y) August 1, 2019.

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.

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