

Container Store Group, Inc.
Form 4
October 29, 2014

FORM 4

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

OMB APPROVAL

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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 *
Flynn Timothy John

(Last) (First) (Middle)

11111 SANTA MONICA
BOULEVARD, SUITE 2000

(Street)

LOS ANGELES, CA 90025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Container Store Group, Inc. [TCS]

3. Date of Earliest Transaction
(Month/Day/Year)
10/27/2014

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)

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 Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01				(A) or (D) Price	20,952,262 ⁽¹⁾	I	See Footnotes. ^{(2) (3)}
Common Stock, par value \$0.01				(A) or (D) Price	6,285,165 ⁽¹⁾	I	See Footnotes. ^{(2) (3)}
Common Stock, par value \$0.01				(A) or (D) Price	269,118 ⁽¹⁾	I	See Footnotes. ^{(2) (3)}

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

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(9-02)

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
Stock Option (Right to Buy)	\$ 18					⁽⁴⁾ 10/31/2023	Common Stock	13,603
Stock Option (Right to Buy)	\$ 21.53	10/27/2014	⁽⁶⁾	A	10,132	⁽⁷⁾ 10/27/2024	Common Stock	10,132

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flynn Timothy John 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		

Signatures

/s/ Cody L. Franklin, as Attorney-in-Fact for Timothy J. Flynn

10/29/2014

**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).

Effective upon the consummation of the Issuer's initial public offering of its common stock, par value \$0.01 per share (the "Common (1) Stock"), the Issuer effectuated a distribution, exchange, and stock split. This row reports shares owned immediately following the initial public offering and related transactions.

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- The 20,952,262, 6,285,165, and 269,118 shares of Common Stock reported herein are owned directly by Green Equity Investors V, L.P. ("GEI V"), Green Equity Investors Side V, L.P. ("GEI Side V"), and TCS Co-Invest, LLC ("TCS"), respectively. GEI Capital V, LLC ("GEIC") is the general partner of GEI V and GEI Side V. Green V Holdings, LLC ("Holdings") is a limited partner of GEI V and GEI Side V. Timothy J. Flynn is a partner of Leonard Green & Partners, L.P., which is the management company of GEI V and GEI Side V, the manager of TCS, and an affiliate of GEIC and Holdings. LGP Management, Inc. ("LGPM") is the general partner of LGP.
- (2)

- Mr. Flynn directly (whether through ownership or position) or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owner of the shares owned by
- (3) GEI V, GEI Side V, and TCS. Mr. Flynn disclaims beneficial ownership of the shares reported herein except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

- (4) The options vest upon the closing of the Issuer's initial public offering.
- (5) The options vest upon the closing of the Issuer's initial public offering.
- (6) Not applicable.

- Subject to Mr. Flynn's continued service through each such vesting date, the option reported on this row 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 (any annual meeting of the Issuer's stockholders, an "Annual Meeting")
- (7) following October 27, 2014 (the "Grant Date") and (y) August 4, 2015; (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 4, 2016; 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 4, 2017.

- (8) Granted as compensation for services.
- (9) The options reported as acquired on this row are held by Mr. Flynn for the benefit of LGP. Mr. Flynn disclaims beneficial ownership of these securities.

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.