

A.C. Moore Arts & Crafts, Inc.  
 Form 4  
 October 11, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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 \*  
 GLENHILL ADVISORS LLC

2. Issuer Name and Ticker or Trading Symbol  
 A.C. Moore Arts & Crafts, Inc.  
 [ACMR]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 156 WEST 56TH STREET, 17TH FLOOR  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/06/2011

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 \_\_\_X\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)

NEW YORK, NY 10019

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 \_\_\_X\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8.
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		
					Date Exercisable	Expiration Date			
			Code	V	(A)	(D)		Title	Amount or Number of Shares
Equity Swap	<u>(1)</u>	10/06/2011	S/K		254,023 <u>(1)</u>	<u>(1)</u>	<u>(1)</u>	Common Stock	254,023 <u>(1)</u>
Equity Swap	<u>(1)</u>	10/07/2011	S/K		309,877 <u>(1)</u>	<u>(1)</u>	<u>(1)</u>	Common Stock	309,877 <u>(1)</u>

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

GLENHILL ADVISORS LLC  
156 WEST 56TH STREET  
17TH FLOOR  
NEW YORK, NY 10019

X

KREVLIN GLENN J  
156 WEST 56TH STREET  
17TH FLOOR  
NEW YORK, NY 10019

X

GLENHILL CAPITAL MANAGEMENT LLC  
156 WEST 56TH STREET  
17TH FLOOR  
NEW YORK, NY 10019

X

Glenhill Capital Overseas Master Fund, L.P.  
156 WEST 56TH STREET  
17TH FLOOR  
NEW YORK, NY 10019

X

## Signatures

/s/ Glenn J. Krevlin

10/11/2011

\*\*Signature of Reporting Person

Date

/s/ Glenn J. Krevlin, Managing Member, Glenhill Advisors, LLC

10/11/2011

\*\*Signature of Reporting Person

Date

/s/ Glenn J. Krevlin, Managing Member, Glenhill Advisors, LLC, Managing Member,  
Glenhill Capital Management, LLC

10/11/2011

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\_\_Signature of Reporting Person

Date

/s/ Glenn J. Krevlin, Managing Member, Glenhill Advisors, LLC, Managing Member,  
Glenhill Capital Management, LLC, Sole Shareholder, Glenhill Capital Overseas GP, Ltd.,  
General Partner, Glenhill Capital Overseas Master Fund LP

10/11/2011

\_\_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) On October 6, 2011, a portion (representing 254,023 shares of common stock of the Issuer) of a previously reported total return equity swap was settled at a price per share of approximately \$1.51. On October 7, 2011, the remaining portion (representing 309,877 shares of common stock of the Issuer) of such equity swap was settled at a price per share of approximately \$1.51. For each such transaction, the settlement price was below the exercise price, which was re-set to \$2.50 on July 1, 2011 (and re-set to expire on August 1, 2012), requiring Glenhill Capital Overseas Master Fund, LP to pay to the securities broker an amount equal to the decrease in the market value of such shares from the exercise price as of each such transaction date, plus applicable interest pursuant to the terms of the equity swap agreement as well as commissions.

(2) Reporting person, Glenn J. Krevlin, is the managing member of Glenhill Advisors, LLC, a limited liability company that is managing member of Glenhill Capital Management LLC, which has investment control and owns a minority interest in various private investment funds, including Glenhill Capital Overseas Master Fund, LP which owns the reported derivative security. With respect to Glenhill Capital Overseas Master Fund, LP, investment management discretion has been delegated to Glenhill Capital Advisors, LLC, the managing member of which is Krevlin Management, Inc., the sole shareholder of which is Glenn J. Krevlin. Swaps are not counted for purposes of determining beneficial ownership. Such contracts do not give the Reporting Persons direct or indirect voting, investment or dispositive control over any securities of the Issuer. Accordingly, the Reporting Persons disclaim any beneficial ownership in securities that may be referenced in such contracts.

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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