

Teavana Holdings Inc
Form 4
August 04, 2011

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

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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 *
SKM EQUITY FUND III L P

(Last) (First) (Middle)

C/O APAX PARTNERS, L.P., 153
EAST 53RD STREET, 53RD
FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Teavana Holdings Inc [TEA]

3. Date of Earliest Transaction
(Month/Day/Year)
08/02/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ 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 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 Indirect Beneficial Ownership (Instr. 4) | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Series A Redeemable Participating Preferred Stock | 08/02/2011 | | J ⁽¹⁾ | | 10,683,333 | D | \$ 1 0 | I | See Footnote (2) |
| Common Stock | 08/02/2011 | | C | | 9,005,217 | A | ③ 9,005,217 | I | See Footnote (2) |
| Common Stock | 08/02/2011 | | S | | 1,928,201 | D | \$ 17 7,077,016 | I | See Footnote (2) |

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| | | | | | | | | |
|-----------------|------------|------------------|---------|---|------|-----------|---|------------------------|
| Common Stock | 08/02/2011 | J ⁽⁴⁾ | 154,544 | D | \$ 0 | 6,922,472 | I | See Footnote (2) |
|-----------------|------------|------------------|---------|---|------|-----------|---|------------------------|

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 number.

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 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) | Amount Number Shares | |
|---|--|---|---|--------------------------------------|--|--|---|----------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Class B Redeemable Common Stock | (3) | 08/02/2011 | | C | 2,431,909 | (3) | (3) | Common Stock | 9,005 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SKM EQUITY FUND III L P
C/O APAX PARTNERS, L.P.
153 EAST 53RD STREET, 53RD FLOOR
NEW YORK, NY 10022

X

Signatures

/s/ Daniel P. Glennon as attorney-in-fact for SKM Equity Fund
III L P

08/04/2011

__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) The reported securities were called for redemption by the issuer at a price equal to \$1.00 per share.
- (2) SKM Partners, LLC is the general partner of SKM Equity Fund III, L.P., the managing member of Teavana Investment LLC, and possesses voting and dispositive power over the shares of Series A Redeemable Participating Preferred Stock and common stock held by Teavana Investment LLC. SKM Partners, LLC disclaims beneficial ownership of such shares except to the extent of its pecuniary interest

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therein. F. Barron Fletcher III is the person authorized by SKM Partners, LLC to have voting and dispositive power with respect to such shares held by Teavana Investment LLC.

- (3) Each share of Class B common stock was converted into common stock on a one-for-3.70294176910785 basis and had no expiration date.
- (4) Represents an in-kind distribution of 154,544 shares of common stock on behalf of its members.

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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