

MICHAELS STORES INC  
Form 8-K  
October 14, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**October 7, 2010**

Date of report (date of earliest event reported)

**Michaels Stores, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdictions of  
incorporation or organization)

**001-09338**  
(Commission File Number)

**75-1943604**  
(I.R.S. Employer  
Identification Nos.)

**8000 Bent Branch Drive**

**Irving, Texas 75063**

(Address of principal executive offices) (Zip Code)

**(972) 409-1300**

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(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On October 7, 2010, Michaels Stores, Inc. (the Company ) and certain of its subsidiaries, as guarantors (the Guarantors ), entered into a Purchase Agreement (the Purchase Agreement ) with Deutsche Bank Securities Inc., Banc of America Securities LLC, Barclays Capital Inc., Credit Suisse Securities (USA) LLC, J.P. Morgan Securities LLC and Wells Fargo Securities, LLC (collectively, the Initial Purchasers ), relating to the sale of \$800,000,000 aggregate principal amount of its 7 3/4% Senior Notes due 2018 (the Notes ).

The Notes will be sold through a private placement to qualified institutional buyers pursuant to Rule 144A (and outside the United States in reliance on Regulation S) under the Securities Act of 1933, as amended (the Securities Act ). The Notes have not been registered under the Securities Act or applicable state securities laws and may not be offered or sold absent registration under the Securities Act or applicable state securities laws or applicable exemptions from registration requirements.

The Purchase Agreement contains customary representations, warranties and agreements by the Company and indemnification provisions whereby the Company and the Guarantors, on one hand, and the Initial Purchasers, on the other, have agreed to indemnify each other against certain liabilities.

The offering is expected to close on October 21, 2010, subject to satisfaction of customary closing conditions. The Company plans to use the net proceeds from this offering, together with cash on hand, to repurchase its outstanding 10% Senior Notes due 2014.

The foregoing description of the Purchase Agreement is qualified in its entirety by reference to the complete terms and conditions of the Purchase Agreement, a copy of which is filed herewith as Exhibit 10.1 and is incorporated herein by reference.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

10.1 Purchase Agreement, dated October 7, 2010, by and among the Company, the Guarantors named therein and the Initial Purchasers named therein.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MICHAELS STORES, INC.

By:	/s/ Charles M. Sonsteby	
	Name:	Charles M. Sonsteby
	Title:	Chief Administrative Officer and Chief Financial officer

Dated: October 14, 2010

**INDEX TO EXHIBITS**

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