

Michaels Companies, Inc.  
Form 8-A12B  
June 16, 2014

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-A**

**For Registration of Certain Classes of Securities**

**Pursuant to Section 12(b) or 12(g) of the**

**Securities Exchange Act of 1934**

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**THE MICHAELS COMPANIES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**37-1737959**  
(I.R.S. Employer Identification No.)

**8000 Bent Branch Drive**

**Irving, Texas**

**United States**  
(Address of principal executive offices)

**75063**  
(Zip Code)

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Securities to be registered pursuant to Section 12(b) of the Act:

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**Title of each class  
to be so registered**  
**Common Stock, \$0.067751 par value**

**Name of each exchange on which  
each class is to be registered**  
**The NASDAQ Stock Market LLC**

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.  x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.  o

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Securities Act registration statement file number to which this form relates (if applicable): **333-193000**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

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**Item 1. Description of Registrant's Securities to be Registered.**

The Michaels Companies, Inc. (the Registrant) hereby incorporates by reference the description of its common stock, \$0.067751 par value per share, to be registered hereunder, contained under the heading "Description of capital stock" in the Registrant's Registration Statement on Form S-1 (File No. 333-193000) (the Registration Statement) filed with the Securities and Exchange Commission (the Commission) under the Securities Act of 1933, as amended (the Act). Any form of prospectus subsequently filed by the Registrant with the Commission pursuant to Rule 424(b) under the Act that constitutes part of the Registration Statement shall also be deemed to be incorporated herein by reference.

**Item 2. Exhibits.**

Pursuant to the Instructions as to Exhibits, no exhibits are filed herewith or incorporated herein by reference.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: June 16, 2014

**THE MICHAELS COMPANIES, INC.**

|        |   |
|--------|---|
| By:    | /s/ Charles M. Sonsteby                                     |
| Name:  | Charles M. Sonsteby   |
| Title: | Chief Administrative Officer and Chief<br>Financial Officer |