

Teavana Holdings Inc
Form SC 13D
November 29, 2012

Securities and Exchange Commission

Washington, D.C. 20549

Schedule 13D

Under the Securities Exchange Act of 1934

(Amendment No.)*

Teavana Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$0.00003 per share
(Title of Class of Securities)

87819P102
(CUSIP Number)

Kathryn I. Murtagh

Harvard Management Company, Inc.

Edgar Filing: Teavana Holdings Inc - Form SC 13D

600 Atlantic Avenue

Boston, MA 02210

(617) 523-4400

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 19, 2012

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

CUSIP No. 87819P102

1 NAMES OF REPORTING PERSONS.

President and Fellows of Harvard College

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

7 SOLE VOTING POWER

NUMBER OF

SHARES 2,240,000
8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 2,240,000
10 SHARED DISPOSITIVE POWER
WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Edgar Filing: Teavana Holdings Inc - Form SC 13D

2,240,000

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES "

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.77%

14 TYPE OF REPORTING PERSON

EP

Item 1. Security and Issuer.

This statement on Schedule 13D relates to the shares of Common Stock, par value \$0.00003 per share (the Common Stock), of Teavana Holdings, Inc., a Delaware corporation (the Issuer), which has its principal executive offices at 3630 Peachtree Rd. NE, Suite 1480, Atlanta, Georgia 30326.

Item 2. Identity and Background.

This statement is filed by President and Fellows of Harvard College (Harvard), a Massachusetts educational corporation. The principal executive offices of Harvard are located at c/o Harvard Management Company, Inc., 600 Atlantic Avenue, Boston, Massachusetts 02210. Harvard s investment activities are carried on from the offices of Harvard Management Company, Inc. at 600 Atlantic Avenue, Boston, Massachusetts 02210.

Information relating to each of the President, the Fellows and the executive officers of Harvard is contained in Exhibit A attached hereto and incorporated herein by reference. Each of the President, the Fellows and the executive officers of Harvard is a citizen of the United States of America.

None of Harvard or, to the best of Harvard s knowledge or belief, any of the persons listed in Exhibit A has, during the past five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). Neither Harvard, nor to the best of Harvard s knowledge and belief, any of the persons listed in Exhibit A has, during the past five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

Beneficial ownership of the Common Stock of the Issuer to which this statement relates was acquired by Harvard with Harvard s general funds.

Item 4. Purpose of Transaction.

Harvard acquired the Shares in the ordinary course of its endowment investing for the purpose of maximizing the risk-adjusted investment return on its endowment funds and other long-term investment assets. Except as otherwise set forth in this Item 4, Harvard does not have any plans or proposals which relate to or would result in any of the actions set forth in parts (a) through (j) of Item 4. As the Issuer has entered into a definitive agreement for an extraordinary transaction involving its acquisition by Starbucks Corporation pursuant to the terms of that certain Agreement and Plan of Merger dated November 14, 2012 among the Issuer, Starbucks and a wholly-owned subsidiary of Starbucks, Harvard is hereby reporting its ownership of Issuer Common Stock on this Schedule 13D. Depending on market conditions, advancement of the

contemplated merger, and other factors bearing at the time upon the value or price of Common Stock, Harvard may in the future make any such plans or proposals or take any other steps to enhance the value of its investment, and may acquire additional shares of Common Stock or dispose of shares of Common Stock at any time.

Item 5. Interest in Securities of the Issuer.

(a), (b) Harvard is the beneficial owner of 2,240,000 shares of Common Stock (approximately 5.77% of the shares of the Issuer's issued and outstanding Common Stock based on the most recent filing of the Issuer with the SEC).

Harvard has sole power to vote and sole power to dispose of such shares to which this statement relates.

(c) During the past sixty (60) days, Harvard bought and sold shares of Common Stock of the Issuer in open-market transactions on the New York Stock Exchange. The transaction dates, number of shares bought and sold and prices per share during that period are set forth on Exhibit B hereto.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

From time to time, in the ordinary course of business, Harvard enters into stock loans pursuant to existing stock loan agreements with broker-dealers. These stock loans can be recalled at Harvard's discretion. Harvard had previously lent and has recently recalled certain shares of the Issuer's stock included in this filing and may lend and/or recall shares of the Issuer's stock in the future. Shares lent by Harvard that have not been recalled by Harvard and redelivered to Harvard in advance of an applicable record date for a shareholder meeting may not be able to be voted by Harvard at the meeting.

Except as set forth above, there are no other contracts, arrangements, understandings or relationships between Harvard and any person with respect to any securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

Exhibit A Information concerning the President, the Fellows and the executive officers of Harvard.

Exhibit B Information concerning Harvard's transactions during the past sixty (60) days.

Edgar Filing: Teavana Holdings Inc - Form SC 13D

Signature

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: November 29, 2012

PRESIDENT AND FELLOWS OF HARVARD COLLEGE

By: /s/ Kathryn I. Murtagh

Name: Kathryn I. Murtagh

Title: Authorized Signatory

Exhibit Index

| Exhibit Number | Description |
|-------------------|-----------------------------------------------------------------------------------------|
| A | Information concerning the President, the Fellows and the executive officers of Harvard |
| B | Information concerning Harvard's transactions during the past sixty (60) days |

Exhibit A

DIRECTORS AND EXECUTIVE OFFICERS

The names of the President, the Fellows and the executive officers of Harvard and their business addresses and present principal occupation or employment are set forth below. If no business address is given, the business address of such director or executive officer is c/o Harvard Management Company, Inc., 600 Atlantic Avenue, Boston, Massachusetts 02210.

PRESIDENT, FELLOWS AND EXECUTIVE OFFICERS OF HARVARD COLLEGE

| Name | Office/Position |
|----------------------|-----------------|
| Drew Gilpin Faust | President |
| James F. Rothenberg | Treasurer |
| Mark Goodheart | Secretary |
| Lawrence S. Bacow | Fellow |
| Paul J. Finnegan | Fellow |
| Susan L. Graham | Fellow |
| Nannerl O. Keohane | Fellow |
| Patricia A. King | Fellow |
| William F. Lee | Fellow |
| Joseph J. O'Donnell | Fellow |
| Robert D. Reischauer | Fellow |
| James F. Rothenberg | Fellow |
| Robert E. Rubin | Fellow |

Exhibit B

PRESIDENT AND FELLOWS OF HARVARD COLLEGE S PURCHASES ON THE NYSE FOR THE PAST SIXTY DAYS

| Date | Shares Purchased | Price Per Share |
|----------|------------------|-----------------|
| 11/15/12 | 70,000 | 15.43 |
| 11/15/12 | 656,210 | 15.4314 |
| 11/15/12 | 142,005 | 15.4317 |
| 11/15/12 | 274,268 | 15.4318 |
| 11/16/12 | 325,000 | 15.4459 |
| 11/16/12 | 246,079 | 15.4478 |
| 11/19/12 | 156,438 | 15.4407 |
| 11/19/12 | 130,000 | 15.4373 |
| 11/27/12 | 10,000 | 14.9376 |
| 11/28/12 | 109,925 | 14.459 |
| 11/28/12 | 120,075 | 14.5185 |