

Container Store Group, Inc.
Form SC 13D/A
May 10, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)*

The Container Store Group, Inc.

(Name of Issuer)

Common Stock, par value \$0.01

(Title of Class of Securities)

210751103

(CUSIP Number)

Jennifer Bellah Maguire

Gibson, Dunn & Crutcher LLP

333 South Grand Avenue

Los Angeles, California 90071-3197

(213) 229-7986

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

May 6, 2016

(Date of Event Which Requires Filing of Statement on Schedule 13D)

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), checking the following box. "

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(1) Name of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

Green Equity Investors V, L.P.

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

OO

(5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

Delaware

NUMBER OF (7) Sole Voting Power

SHARES

BENEFICIALLY 0

(8) Shared Voting Power

OWNED BY

EACH

REPORTING 31,757,873 shares of Common Stock

(9) Sole Dispositive Power

PERSON

WITH: 0

(10) Shared Dispositive Power

(11) 31,757,873 shares of Common Stock
Aggregate Amount Beneficially Owned by Each Reporting Person:

(12) 31,757,873 shares of Common Stock
Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions): "

(13) Percent of Class Represented by Amount in Row (11):

(14) 66.2% beneficial ownership of the voting stock based on 47,986,975 shares of Common Stock outstanding as reported in Form 10-K filed by the Issuer on May 10, 2016.
Type of Reporting Person (See Instructions):

PN

(1) Name of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

Green Equity Investors Side V, L.P.

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

OO

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Type of Reporting Person (See Instructions):

PN

(1) Name of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

TCS Co-Invest, LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

OO

(5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

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Delaware

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BENEFICIALLY 0

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WITH: 0

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(14) Type of Reporting Person (See Instructions):

OO (Limited Liability Company)

(1) Name of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

(2) GEI Capital V, LLC
 Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

(5) OO
 Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

Delaware

NUMBER OF (7) Sole Voting Power

SHARES

BENEFICIALLY (8) Shared Voting Power

OWNED BY

EACH

REPORTING (9) Sole Dispositive Power
 31,757,873 shares of Common Stock

PERSON

WITH: 0

(10) Shared Dispositive Power

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(14) Type of Reporting Person (See Instructions):

OO (Limited Liability Company)

(1) Name of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

Green V Holdings, LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

OO

(5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

Delaware

NUMBER OF (7) Sole Voting Power

SHARES

BENEFICIALLY 0

(8) Shared Voting Power

OWNED BY

EACH

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(9) Sole Dispositive Power

PERSON

WITH: 0

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(14) Type of Reporting Person (See Instructions):

OO (Limited Liability Company)

(1) Name of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

Leonard Green & Partners, L.P.

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

OO

(5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

Delaware

NUMBER OF (7) Sole Voting Power

SHARES

BENEFICIALLY 0

(8) Shared Voting Power

OWNED BY

EACH

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(9) Sole Dispositive Power

PERSON

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(14) 66.2% beneficial ownership of the voting stock based on 47,986,975 shares of Common Stock outstanding as reported in Form 10-K filed by the Issuer on May 10, 2016.
Type of Reporting Person (See Instructions):

PN

(1) Name of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

(2) LGP Management, Inc.
Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

(5) OO
Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

Delaware

NUMBER OF (7) Sole Voting Power

SHARES

BENEFICIALLY (8) Shared Voting Power

OWNED BY

EACH

REPORTING (9) Sole Dispositive Power
31,757,873 shares of Common Stock

PERSON

WITH: 0

(10) Shared Dispositive Power

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Type of Reporting Person (See Instructions):

CO

(1) Name of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

Jonathan D. Sokoloff

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

OO

(5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

United States of America

NUMBER OF (7) Sole Voting Power

SHARES

BENEFICIALLY 0

(8) Shared Voting Power

OWNED BY

EACH

REPORTING 31,757,873 shares of Common Stock

(9) Sole Dispositive Power

PERSON

WITH: 0

(10) Shared Dispositive Power

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Type of Reporting Person (See Instructions):

IN

(1) Name of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

Timothy J. Flynn

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

OO

(5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

United States of America

NUMBER OF (7) Sole Voting Power

SHARES

BENEFICIALLY 0

(8) Shared Voting Power

OWNED BY

EACH

REPORTING 31,757,873 shares of Common Stock

(9) Sole Dispositive Power

PERSON

WITH: 0

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Type of Reporting Person (See Instructions):

IN

(1) Name of Reporting Persons:

I.R.S. Identification No. of Above Persons (entities only):

J. Kristofer Galashan

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

OO

(5) Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

(6) Citizenship or Place of Organization:

United States of America

NUMBER OF (7) Sole Voting Power

SHARES

BENEFICIALLY 0

(8) Shared Voting Power

OWNED BY

EACH

REPORTING 31,757,873 shares of Common Stock

(9) Sole Dispositive Power

PERSON

WITH: 0

(10) Shared Dispositive Power

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(13) Percent of Class Represented by Amount in Row (11):

(14) 66.2% beneficial ownership of the voting stock based on 47,986,975 shares of Common Stock outstanding as reported in Form 10-K filed by the Issuer on May 10, 2016.
Type of Reporting Person (See Instructions):

IN

ITEM 1. SECURITY AND ISSUER

This Amendment No. 1 to Schedule 13D (this **Amendment**) relates to shares of Common Stock, par value \$0.01 per share (the **Common Stock**), of The Container Store Group, Inc., a Delaware corporation (the **Issuer**).

The address of the Issuer's principal executive offices is 500 Freeport Parkway, Coppell, Texas 75019.

ITEM 2. IDENTITY AND BACKGROUND

The disclosure provided in Item 2 of the Schedule 13D amended hereby is updated to include the following additional disclosure:

- (a) The names of the directors and executive officers of LGPM are set forth on Schedule 1, which is incorporated herein by reference.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The disclosure provided in Item 3 of the Schedule 13D amended hereby is updated to include the following additional disclosure:

In addition to and not in lieu of the foregoing, as of the date of this statement, Jonathan D. Sokoloff, Timothy J. Flynn and J. Kristofer Galashan each held options convertible into 10,132 shares of Common Stock, one third of which vested and became exercisable on August 2, 2015.

ITEM 4. PURPOSE OF TRANSACTION

The disclosure provided in Item 4 of the Schedule 13D amended hereby is updated to include the following additional disclosure:

On May 6, 2016, the Investors entered into a termination of voting agreement (the **Termination Agreement**), pursuant to which the Investors agreed to terminate the Voting Agreement; *provided* that each Investor agreed to vote all shares of Common Stock owned or held of record by such Investor at the annual meeting of the Issuer's stockholders to be held in 2016 (the **2016 Annual Meeting**), in favor of, or to take all actions by written consent in lieu of any such 2016 Annual Meeting as are necessary, to cause the election of William A. Kip Tindell, III as a member of the Board of Directors of the Issuer to the extent such person is nominated for election as a Director by the Nominating and Corporate Governance Committee of the Board of Directors of the Issuer. The Termination Agreement is filed as Exhibit 7.9.

Except as disclosed in this Item 4, none of the Investors, nor any of the other Reporting Persons, has any current plans or proposals which relate to or would result in any of the events described in clauses (a) through (j) of the instructions

to Item 4 of Schedule 13D. The Reporting Persons, however, will take such actions with respect to the Reporting Persons investments in the Issuer as deemed appropriate in light of existing circumstances from time to time and reserve

the right to acquire or dispose of securities of the Issuer, to enter into hedging relationships with respect to such securities, or to formulate other purposes, plans or proposals in the future depending on market conditions and/or other factors.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) and (b)

Reporting Persons	Number of Shares With Sole Voting and Dispositive Power	Number of Shares With Shared Voting and Dispositive Power	Aggregate Number of Shares Beneficially Owned	Percentage of Class Beneficially Owned
GEI V	0	31,757,873	31,757,873	66.2%
GEI Side V	0	31,757,873	31,757,873	66.2%
Co-Invest	0	31,757,873	31,757,873	66.2%
Jonathan D. Sokoloff	0	31,757,873	31,757,873	66.2%
Timothy J. Flynn	0	31,757,873	31,757,873	66.2%
J. Kristofer Galashan	0	31,757,873	31,757,873	66.2%
Other Reporting Persons	0	31,757,873	31,757,873	66.2%

(c) Other than the shares reported herein, none of the Reporting Persons has effected any transactions involving the Common Stock in the 60 days prior to filing this Amendment.

(d) Not applicable.

(e) Not applicable.

**ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH
RESPECT TO SECURITIES OF THE ISSUER**

The disclosure provided in Item 6 of the Schedule 13D amended hereby is updated to include the following additional disclosure:

Pursuant to the Termination Agreement, the Investors agreed to terminate the Voting Agreement; *provided* that each Investor agreed to vote all shares of Common Stock owned or held of record by such Investor at the 2016 Annual Meeting in favor of, or to take all actions by written consent in lieu of any such 2016 Annual Meeting as are necessary, to cause the election

of William A. Kip Tindell, III as a member of the Board of Directors of the Issuer to the extent such person is nominated for election as a Director by the Nominating and Corporate Governance Committee of the Board of Directors of the Issuer. Immediately following such actions by the Investors at the 2016 Annual Meeting in the immediately preceding sentence, the Reporting Persons shall no longer be deemed to be members of a group, within the meaning of Section 13(d)(3) of the Act, with the Separately Filing Group Members. For further information, see the Termination Agreement filed herewith as Exhibit 7.9.

The foregoing summary does not purport to be complete and is qualified in its entirety by reference to the Termination Agreement filed herewith as Exhibit 7.9 and incorporated herein by reference.

Other than the matters disclosed above in response to Items 4 and 5 and this Item 6, none of the Reporting Persons is party to any contracts, arrangements, understandings or relationships with respect to any securities of the Issuer, including but not limited to the transfer or voting of any of the securities, finder's fees, joint ventures, loan or option agreements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

- 7.1 Voting Agreement (incorporated by reference to Exhibit 4.4 to The Container Store Group, Inc. s Amendment No. 1 to Form S-1, filed with the Securities and Exchange Commission on October 21, 2013).
- 7.2 Amended and Restated Stockholders Agreement (incorporated by reference to Exhibit 4.3 to The Container Store Group, Inc. s Amendment No. 1 to Form S-1, filed with the Securities and Exchange Commission on October 21, 2013).
- 7.3 Lock-up Agreement, dated as of October 21, 2013 (incorporated by reference to Exhibit 7.3 to Green Equity Investors V, L.P. s Schedule 13D, filed with the Securities and Exchange Commission on November 18, 2013).
- 7.4 Joint Filing Agreement, dated as of November 15, 2013 (incorporated by reference to Exhibit 7.4 to Green Equity Investors V, L.P. s Schedule 13D, filed with the Securities and Exchange Commission on November 18, 2013).
- 7.5 Power of Attorney (incorporated by reference to Exhibit 24 to the Form 3 filed with the Securities and Exchange Commission by the Investors, Capital, Holdings, LGP, and LGPM, collectively, on November 1, 2013).
- 7.6 Power of Attorney (incorporated by reference to Exhibit 24 to the Form 3 filed with the Securities and Exchange Commission by Timothy J. Flynn on November 1, 2013).
- 7.7 Power of Attorney (incorporated by reference to Exhibit 24 to the Form 3 filed with the Securities and Exchange Commission by Jonathan D. Sokoloff on November 4, 2013).
- 7.8 Power of Attorney (incorporated by reference to Exhibit 24 to the Form 3 filed with the Securities and Exchange Commission by J. Kristofer Galashan on November 4, 2013).
- 7.9 Termination of Voting Agreement, dated as of May 6, 2016.

SIGNATURE

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

Dated as of May 10, 2016

Green Equity Investors V, L.P.
By: GEI Capital V, LLC, its General Partner

By: /s/ CODY L. FRANKLIN
Cody L. Franklin, as Attorney-in-Fact for
Jonathan D. Sokoloff
Manager

Green Equity Investors Side V, L.P.
By: GEI Capital V, LLC, its General Partner

By: /s/ CODY L. FRANKLIN
Cody L. Franklin, as Attorney-in-Fact for
Jonathan D. Sokoloff
Manager

TCS Co-invest, LLC
By: Leonard Green & Partners, L.P., its Manager
By: LGP Management, Inc., its General Partner

By: /s/ CODY L. FRANKLIN
Cody L. Franklin, as Attorney-in-Fact for
Jonathan D. Sokoloff
Executive Vice President
and Managing Partner

GEI Capital V, LLC

By: /s/ CODY L. FRANKLIN
Cody L. Franklin, as Attorney-in-Fact for

Jonathan D. Sokoloff
Manager

Green V Holdings, LLC

By: /s/ CODY L. FRANKLIN
Cody L. Franklin, as Attorney-in-Fact for
Jonathan D. Sokoloff
Manager

Leonard Green & Partners, L.P.

By: LGP Management, Inc., its General Partner

By: /s/ CODY L. FRANKLIN
Cody L. Franklin, as Attorney-in-Fact for
Jonathan D. Sokoloff
Executive Vice President
and Managing Partner

LGP Management, Inc.

By: /s/ CODY L. FRANKLIN
Cody L. Franklin, as Attorney-in-Fact for
Jonathan D. Sokoloff
Executive Vice President,
and Managing Partner

/s/ CODY L. FRANKLIN
Cody L. Franklin, as Attorney-in-Fact for
Jonathan D. Sokoloff

/s/ CODY L. FRANKLIN
Cody L. Franklin, as Attorney-in-Fact for
Timothy J. Flynn

/s/ CODY L. FRANKLIN
Cody L. Franklin, as Attorney-in-Fact for
J. Kristofer Galashan

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
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7.8	Power of Attorney (incorporated by reference to Exhibit 24 to the Form 3 filed with the Securities and Exchange Commission by J. Kristofer Galashan on November 4, 2013).
7.9	Termination of Voting Agreement, dated as of May 6, 2016.

SCHEDULE 1

Directors and Executive Officers of LGPM

Name	Position with LGPM
John G. Danhaki	Director, Executive Vice President and Managing Partner
Jonathan D. Sokoloff	Director, Executive Vice President and Managing Partner
Jonathan A. Seiffer	Senior Vice President
John M. Baumer	Senior Vice President
Timothy J. Flynn	Senior Vice President
James D. Halper	Senior Vice President
Todd M. Purdy	Senior Vice President
Michael S. Solomon	Senior Vice President
W. Christian McCollum	Senior Vice President
Usama N. Cortas	Senior Vice President
J. Kristofer Galashan	Senior Vice President
Alyse M. Wagner	Senior Vice President
Cody L. Franklin	Chief Financial Officer and Assistant Secretary
Adrian Maizey	Chief Operating Officer and Secretary
Andrew C. Goldberg	General Counsel
Lily W. Chang	Vice President Portfolio Services
Lance J.T. Schumacher	Vice President Tax
Reginald E. Holden	Vice President Procurement
Michael J. Kirton	Vice President
Adam T. Levyn	Vice President
Jeffrey Suer	Vice President
John J. Yoon	Vice President