

Container Store Group, Inc.  
Form 4  
August 03, 2016

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Flynn Timothy John

(Last) (First) (Middle)

11111 SANTA MONICA  
BOULEVARD, SUITE 2000

(Street)

LOS ANGELES, CA 90025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Container Store Group, Inc. [TCS]

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

08/01/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock, par value \$0.01  |                                      |  |                                | (A) or (D) Price  | 20,952,262  | I  | See Footnotes. (1) (2)                       |
| Common Stock, par value \$0.01  |                                      |  |                                | (A) or (D) Price  | 6,285,164   | I  | See Footnotes. (1) (2)                       |
| Common Stock, par value \$0.01  |                                      |  |                                | (A) or (D) Price  | 269,118   | I  | See Footnotes. (1) (2)                       |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 18  |                                      |  |                                |   | (3) 10/31/2023   | Common Stock  | 13,603                        |
| Stock Option (Right to Buy)                | \$ 21.53   |                                      |  |                                |   | (5) 10/27/2024   | Common Stock  | 10,132                        |
| Stock Option (Right to Buy)                | \$ 17.28   |                                      |  |                                |   | (6) 08/03/2025   | Common Stock  | 11,821                        |
| Stock Option (Right to Buy)                | \$ 5.35  | 08/01/2016                           | (7)  | A                              | 30,675  | (8) 08/01/2026   | Common Stock  | 30,675                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Flynn Timothy John<br>11111 SANTA MONICA BOULEVARD<br>SUITE 2000<br>LOS ANGELES, CA 90025 | X             | X         |         |       |

## Signatures

/s/ Lance J.T. Schumacher, as Attorney-in-Fact for Timothy J. Flynn

08/03/2016

\_\_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).

The 20,952,262, 6,285,164, and 269,118 shares of the Issuer's common stock, par value \$0.01 per share (the "Common Stock") reported herein are owned directly by Green Equity Investors V, L.P. ("GEI V"), Green Equity Investors Side V, L.P. ("GEI Side V"), and TCS Co-Invest, LLC ("TCS"), respectively. GEI Capital V, LLC ("GEIC") is the general partner of GEI V and GEI Side V. Green V Holdings,

- (1) LLC ("Holdings") is a limited partner of GEI V and GEI Side V. Timothy J. Flynn is a partner of Leonard Green & Partners, L.P. ("LGP"), which is the manager GEI V, GEI Side V, and Peridot Coinvest Manager LLC ("Peridot"), and an affiliate of GEIC and Holdings. LGP Management, Inc. is the general partner of LGP. Peridot is the manager of LGP Associates V LLC ("Associates V"). Associates V is the manager of TCS.

Mr. Flynn directly (whether through ownership or position) or indirectly through one or more intermediaries, may be deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be the indirect beneficial owner of the shares owned by

- (2) GEI V, GEI Side V, and TCS. Mr. Flynn disclaims beneficial ownership of the shares reported herein except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (3) The options reported on this row are fully vested.
- (4) The options reported on this row are held by Mr. Flynn for the benefit of LGP. Mr. Flynn disclaims beneficial ownership of these securities.

Subject to Mr. Flynn's continued service through each such vesting date, the option reported on this row shall vest and become exercisable in three equal installments as follows: (i) the first installment vested on August 2, 2015; (ii) the second installment vested on July 31, 2016; and (iii) the third installment shall vest on the earlier of (x) the day immediately preceding the third annual meeting of the Issuer's stockholders (any annual meeting of the Issuer's stockholders, an "Annual Meeting") following October 27, 2014 and (y) August 4, 2017.

- (5) Subject to Mr. Flynn's continued service through each such vesting date, the option reported on this row shall vest and become exercisable in three equal installments as follows: (i) the first installment vested on July 31, 2016; (ii) the second installment shall vest on the earlier of (x) the day immediately preceding the second Annual Meeting following August 3, 2015 (the "Second Grant Date") and (y) August 3, 2017; and (iii) the third installment shall vest on the earlier of (x) the day immediately preceding the third Annual Meeting following the Second Grant Date and (y) August 3, 2018.
- (6) Not applicable.
- (7) Not applicable.

Subject to Mr. Flynn's continued service through each such vesting date, the option reported on this row shall vest and become exercisable in three equal installments as follows: the first installment shall vest on the earlier of (x) the day immediately preceding the date of the first Annual Meeting following August 1, 2016 (the "Third Grant Date") and (y) August 1, 2017; (ii) the second installment shall vest on the earlier of (x) the day immediately preceding the second Annual Meeting following the Third Grant Date and (y) August 1, 2018; and (iii) the third installment shall vest on the earlier of (x) the day immediately preceding the third Annual Meeting following the Third Grant Date and (y) August 1, 2019.

- (8) Granted as compensation for services.
- (9) Granted as compensation for services.

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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