

Teavana Holdings Inc
 Form 4
 August 04, 2011

FORM 4

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

OMB APPROVAL

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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 *
FLETCHER FRANK BARRON III

(Last) (First) (Middle)

C/O TEAVANA HOLDINGS, INC., 3630 PEACHTREE ROAD NE, SUITE 1480

(Street)

ATLANTA, GA 30326

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Teavana Holdings Inc [TEA]

3. Date of Earliest Transaction (Month/Day/Year)
 08/02/2011

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Series A Redeemable Participating Preferred Stock	08/02/2011		J ⁽¹⁾		10,683,333	D	\$ 1 0	I ⁽²⁾	Held by Limited Liability Company
Common Stock	08/02/2011		C		9,005,217	A	<u>3</u> 9,005,217	I ⁽²⁾	Held by Limited Liability Company
Common Stock	08/02/2011		S		1,928,201	D	\$ 17 7,077,016	I ⁽²⁾	Held by Limited

Common Stock	08/02/2011	J ⁽⁴⁾	154,544	D	\$ 0	6,922,472	I ⁽²⁾	Liability Company Held by Limited Liability Company
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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)	Amount	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Number of Shares
Class B Redeemable Common Stock	(3)	08/02/2011		C	2,431,909	(3)	(3)	Common Stock	9,005

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLETCHER FRANK BARRON III C/O TEAVANA HOLDINGS, INC. 3630 PEACHTREE ROAD NE, SUITE 1480 ATLANTA, GA 30326	X	X		

Signatures

/s/ Daniel P. Glennon as attorney-in-fact for F. Barron Fletcher III
 08/04/2011
 **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).

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- (1) The reported securities were called for redemption by the issuer at a price equal to \$1.00 per share.
SKM Partners, LLC is the general partner of SKM Equity Fund III, L.P., the managing member of Teavana Investment LLC, and possesses voting and dispositive power over the shares of Series A Redeemable Participating Preferred Stock and common stock held by Teavana Investment LLC. SKM Partners, LLC disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.
- (2) F. Barron Fletcher III is the person authorized by SKM Partners, LLC to have voting and dispositive power with respect to such shares held by Teavana Investment LLC. Mr. Fletcher disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.
- (3) Each share of Class B common stock was converted into common stock on a one-for-3.70294176910785 basis and had no expiration date.
- (4) Represents an in-kind distribution of 154,544 shares of common stock on behalf of its members.

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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