

Michaels Companies, Inc.  
Form 10-Q  
December 04, 2015  
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

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FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the quarterly period ended October 31, 2015

Commission file number 001-36501

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THE MICHAELS COMPANIES, INC.

A Delaware Corporation

IRS Employer Identification No. 37-1737959

8000 Bent Branch Drive

Irving, Texas 75063

(972) 409-1300

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The Michaels Companies, Inc. (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

The Michaels Companies, Inc. has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

The Michaels Companies, Inc. is a non-accelerated filer.

The Michaels Companies, Inc. is not a shell company (as defined in Rule 12b-2 of the Exchange Act).

As of November 25, 2015, 208,962,744 shares of The Michaels Companies, Inc.'s common stock were outstanding.

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THE MICHAELS COMPANIES, INC.

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## Part I—FINANCIAL INFORMATION

## Item 1. Financial Statements

## THE MICHAELS COMPANIES, INC.

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in thousands, except per share data)

(Unaudited)

	13 Weeks Ended		39 Weeks Ended	
	October 31, 2015	November 1, 2014	October 31, 2015	November 1, 2014
Net sales	\$ 1,168,423	\$ 1,130,195	\$ 3,230,293	\$ 3,130,393
Cost of sales and occupancy expense	702,825	678,012	1,949,577	1,892,270
Gross profit	465,598	452,183	1,280,716	1,238,123
Selling, general and administrative Related party expenses	308,704	307,537	879,974	865,408
Store pre-opening costs	—	—	—	35,682
Operating income	1,042	2,167	4,326	4,462
Interest expense	155,852	142,479	396,416	332,571
Losses on early extinguishment of debt and refinancing costs	33,840	41,457	105,967	159,183
Other expense, net	—	—	6,072	67,980
Income before income taxes	112	797	171	587
Provision for income taxes	121,900	100,225	284,206	104,821
Net income	45,103	36,161	104,960	43,986
Other comprehensive income, net of tax:	\$ 76,797	\$ 64,064	\$ 179,246	\$ 60,835
Foreign currency translation adjustment and other	88	(2,520)	(2,819)	(1,843)
Comprehensive income	\$ 76,885	\$ 61,544	\$ 176,427	\$ 58,992
Earnings per share:				
Basic	\$ 0.37	\$ 0.31	\$ 0.86	\$ 0.32
Diluted	\$ 0.37	\$ 0.31	\$ 0.85	\$ 0.32
Weighted-average shares outstanding:				
Basic	207,323	203,269	206,629	187,784

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Diluted	209,753	207,215	209,595	191,602
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See accompanying notes to consolidated financial statements.

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## THE MICHAELS COMPANIES, INC.

## CONSOLIDATED BALANCE SHEETS

(in thousands, except per share data)

(Unaudited)

	October 31, 2015	January 31, 2015	November 1, 2014
<b>ASSETS</b>			
Current Assets:			
Cash and equivalents	\$ 114,746	\$ 378,295	\$ 193,798
Merchandise inventories	1,277,053	958,171	1,115,813
Prepaid expenses and other	95,046	84,894	99,623
Deferred income taxes	38,474	38,345	37,019
Income tax receivables	19,566	2,418	41,574
Total current assets	1,544,885	1,462,123	1,487,827
Property and equipment, at cost	1,645,328	1,579,446	1,546,321
Less accumulated depreciation and amortization	(1,259,921)	(1,193,074)	(1,169,534)
Property and equipment, net	385,407	386,372	376,787
Goodwill	94,290	94,290	94,290
Debt issuance costs, net	31,711	40,613	45,725
Deferred income taxes	20,205	20,245	23,587
Other assets	6,641	1,638	1,648
Total assets	\$ 2,083,139	\$ 2,005,281	\$ 2,029,864

## LIABILITIES AND STOCKHOLDERS' DEFICIT

## Current Liabilities:

Accounts payable	\$ 557,170	\$ 447,165	\$ 504,176
Accrued liabilities and other	370,671	391,997	369,319
Current portion of long-term debt	24,900	24,900	204,900
Income taxes payable	6,285	25,570	634
Total current liabilities	959,026	889,632	1,079,029
Long-term debt	2,924,751	3,124,374	3,130,631
Deferred income taxes	17,222	9,580	1,193
Other liabilities	92,065	93,220	87,561
Total liabilities	3,993,064	4,116,806	4,298,414

## Commitments and contingencies

## Stockholders' Deficit:

Common stock, \$0.06775 par value, 350,000 shares authorized; 208,922 shares issued and outstanding at October 31, 2015; 205,803 shares issued and outstanding at January 31, 2015; and 204,242 shares issued and outstanding at November 1, 2014	13,970	13,799	13,774
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Additional paid-in-capital	582,833	557,831	549,807
Accumulated deficit	(2,492,104)	(2,671,350)	(2,830,486)
Accumulated other comprehensive loss	(14,624)	(11,805)	(1,645)
Total stockholders' deficit	(1,909,925)	(2,111,525)	(2,268,550)
Total liabilities and stockholders' deficit	\$ 2,083,139	\$ 2,005,281	\$ 2,029,864

See accompanying notes to consolidated financial statements.

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## THE MICHAELS COMPANIES, INC.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

(Unaudited)

	39 Weeks Ended	
	October 31, 2015	November 1, 2014
Cash flows from operating activities:		
Net income	\$ 179,246	\$ 60,835
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	85,382	82,266
Share-based compensation	9,483	14,599
Debt issuance costs amortization	6,455	7,984
Accretion of long-term debt, net	(98)	(483)
Deferred income taxes	7,553	4,989
Losses on early extinguishment of debt and refinancing costs	6,072	67,980
Excess tax benefits from share-based compensation	(14,039)	(546)
Other	—	1,223
Changes in assets and liabilities:		
Merchandise inventories	(318,365)	(217,049)
Prepaid expenses and other	(10,169)	(4,049)
Other assets	(43)	(1,728)
Accounts payable	122,709	137,922
Accrued interest	5,345	(30,964)
Accrued liabilities and other	(34,540)	(17,453)
Income taxes	(36,433)	(69,091)
Other liabilities	(1,065)	67
Net cash provided by operating activities	7,493	36,502
Cash flows from investing activities:		
Additions to property and equipment	(89,726)	(104,274)
Purchase of long-term investment	(5,000)	—
Net cash used in investing activities	(94,726)	(104,274)
Cash flows from financing activities:		
Payment of PIK notes	(184,467)	(443,542)
Borrowings on restated revolving credit facility	45,040	23,000
Payments on restated revolving credit facility	(45,040)	(23,000)
Borrowings on restated term loan credit facility	—	845,750
Payments on restated term loan credit facility	(18,675)	(14,425)
Payment of 2018 senior notes	—	(1,057,208)
Issuance of 2020 senior subordinated notes	—	255,000
Issuance of common stock	—	445,660
Payment of debt issuance costs	—	(11,078)

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Payment of dividends	(492)	(530)
Change in cash overdraft	(1,713)	4,424
Proceeds from stock options exercised	35,420	7,628
Common stock repurchased	(20,428)	(9,519)
Excess tax benefits from share-based compensation	14,039	546
Net cash (used in) provided by financing activities	(176,316)	22,706
Net change in cash and equivalents	(263,549)	(45,066)
Cash and equivalents at beginning of period	378,295	238,864
Cash and equivalents at end of period	\$ 114,746	\$ 193,798

See accompanying notes to consolidated financial statements.

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THE MICHAELS COMPANIES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. BASIS OF PRESENTATION

All expressions of the “Company”, “us”, “we”, “our”, and all similar expressions are references to The Michaels Companies, Inc. and our consolidated, wholly-owned subsidiaries, unless otherwise expressly stated or the context otherwise requires. Our consolidated financial statements include the accounts of The Michaels Companies, Inc. and our wholly-owned subsidiaries. All intercompany accounts and transactions have been eliminated.

The accompanying unaudited consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. Therefore, these financial statements should be read in conjunction with our annual report on Form 10-K for the fiscal year ended January 31, 2015 filed with the Securities and Exchange Commission (“SEC”) pursuant to section 13 or 15(d) under the Securities Exchange Act of 1934. In the opinion of management, all adjustments (consisting of normal recurring accruals and other items) considered necessary for a fair presentation have been included.

We report on the basis of a 52- or 53-week fiscal year, which ends on the Saturday closest to January 31. All references to fiscal year mean the year in which that fiscal year began. References to “fiscal 2015” relate to the 52 weeks ended January 30, 2016 and references to “fiscal 2014” relate to the 52 weeks ended January 31, 2015. In addition, all references to “the third quarter of fiscal 2015” relate to the 13 weeks ended October 31, 2015 and all references to “the third quarter of fiscal 2014” relate to the 13 weeks ended November 1, 2014. Finally, all references to “the nine months ended October 31, 2015” relate to the 39 weeks ended October 31, 2015 and all references to “the nine months ended November 1, 2014” relate to the 39 weeks ended November 1, 2014. Because of the seasonal nature of our business, the results of operations for the 13 and 39 weeks ended October 31, 2015 are not indicative of the results to be expected for the entire year.

Recent Accounting Pronouncements

In April 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2015-03, “Interest – Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs” (“ASU 2015-03”). ASU 2015-03 requires that debt issuance costs related to a recognized debt liability be presented in

the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. Amortization of the costs will continue to be reported as interest expense. In August 2015, the FASB issued ASU 2015-15 “Interest – Imputation of Interest (Subtopic 835-30): Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of Credit Arrangements”, which clarifies that the guidance in ASU 2015-03 does not apply to line-of-credit arrangements. Given the absence of the authoritative guidance in ASU 2015-03, the SEC will not object to an entity deferring and presenting debt issuance costs related to line-of-credit arrangements as an asset and subsequently amortizing the deferred debt issuance costs ratably over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. ASU 2015-03 is effective for annual reporting periods beginning after December 15, 2015, including interim periods within that reporting period and is to be applied retrospectively, with early application permitted. As of October 31, 2015, the reduction to our long-term assets and debt would be approximately \$27 million. We are currently evaluating the requirements of the standard to determine when we will adopt and implement its provisions.

In April 2015, the FASB issued ASU 2015-05, “Intangibles — Goodwill and Other - Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Fees Paid in a Cloud Computing Arrangement” (“ASU 2015-05”). ASU 2015-05 provides guidance to customers about whether a cloud computing arrangement includes a software license. If a

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cloud computing arrangement includes a software license, the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The new guidance does not change the accounting for a customer's accounting for service contracts. ASU 2015-05 is effective for annual reporting periods beginning after December 15, 2015, including interim periods within that reporting period. We are currently evaluating the impact, if any, of the adoption of this new standard on our consolidated financial statements and related disclosures.

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers" ("ASU 2014-09"). ASU 2014-09 supersedes the revenue recognition requirements in "Revenue Recognition (Topic 605)", and requires entities to recognize revenue in a way that depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to in exchange for those goods or services. In July 2015, the FASB decided to delay the effective date of ASU 2014-09 by one year. ASU 2014-09 is therefore now effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. The standard is to be applied retrospectively, with early application permitted for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. We are evaluating the new standard, but do not anticipate a material impact to the consolidated financial statements once implemented.

In July 2015, the FASB issued ASU No. 2015-11, "Inventory (Topic 330): Simplifying the Measurement of Inventory" ("ASU 2015-11"). ASU 2015-11 provides guidance for the subsequent measurement of inventory and requires that inventory that is measured using average cost be measured at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. When evidence exists that the net realizable value of inventory is lower than its cost, the difference will be recognized as a loss in earnings in the period in which it occurs. ASU 2015-11 is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period and is to be applied prospectively, with early application permitted. We do not believe the implementation of this standard will result in a material impact to the consolidated financial statements.

## 2. FAIR VALUE MEASUREMENTS

As defined in Accounting Standards Codification ("ASC") 820, Fair Value Measurements ("ASC 820"), fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820 establishes a three-level valuation hierarchy for fair value measurements. These valuation techniques are based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect less transparent active market data, as well as internal assumptions. These two types of inputs create the following fair value hierarchy:

- Level 1—Quoted prices for identical instruments in active markets;

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- Level 2—Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose significant inputs are observable; and
- Level 3—Instruments with significant unobservable inputs.

The table below provides the carrying and fair values of our senior secured term loan facility (“Restated Term Loan Credit Facility”) and our 5.875% senior subordinated notes maturing in 2020 (“2020 Senior Subordinated Notes”)

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as of October 31, 2015. The fair values of our Restated Term Loan Credit Facility and our 2020 Senior Subordinated Notes were determined based on quoted market prices which are considered Level 2 inputs within the fair value hierarchy.

	Carrying Value (in thousands)	Fair Value
Restated term loan credit facility	\$ 2,435,587	\$ 2,446,569
Senior subordinated notes	514,064	540,090

## 3. DEBT

Long-term debt consists of the following (in thousands):

	Interest Rate	October 31, 2015	January 31, 2015	November 1, 2014
Restated term loan credit facility	Variable	\$ 2,435,587	\$ 2,453,770	\$ 2,459,831
Senior subordinated notes	5.875 %	514,064	514,654	514,850
PIK notes	7.50 % / 8.25 %	—	180,850	360,850
Total debt		2,949,651	3,149,274	3,335,531
Less current portion		(24,900)	(24,900)	(204,900)
Long-term debt		\$ 2,924,751	\$ 3,124,374	\$ 3,130,631

Cash paid for interest totaled \$94.5 million and \$182.9 million for the 39 weeks ended October 31, 2015 and November 1, 2014, respectively.

## 7.50%/8.25% PIK Toggle Notes

On April 6, 2015, an irrevocable notice of redemption was delivered to the holders of the 7.50%/8.25% PIK Toggle Notes due 2018 (“PIK Notes”). Pursuant to the notice, the remaining \$180.9 million in principal of the PIK Notes was redeemed on May 6, 2015. During the nine months ended October 31, 2015, the Company recorded \$6.1 million of debt extinguishment costs, which consists of a 2% redemption premium and \$2.5 million of unamortized debt

issuance costs. This final payment retired the PIK Notes and discharged the obligations under the indenture governing the PIK Notes.

#### Restated Revolving Credit Facility

As of October 31, 2015, the borrowing base of our senior secured asset-based revolving credit facility (“Restated Revolving Credit Facility”) was \$650.0 million, of which Michaels Stores, Inc. (“MSI”) had \$586.7 million of unused borrowing capacity. Outstanding standby letters of credit, which reduce our borrowing base, totaled \$63.3 million as of October 31, 2015. There were no outstanding borrowings under the Restated Revolving Credit Facility as of October 31, 2015.

#### Debt Issuance Costs

Accumulated amortization of debt issuance costs was \$59.7 million, \$54.6 million, and \$53.2 million as of October 31, 2015, January 31, 2015 and November 1, 2014, respectively.



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## 4. ACCUMULATED OTHER COMPREHENSIVE LOSS

The following table includes detail regarding changes in the composition of accumulated other comprehensive loss (in thousands):

	13 Weeks Ended		39 Weeks Ended	
	October 31, 2015	November 1, 2014	October 31, 2015	November 1, 2014
Beginning of period	\$ (14,712)	\$ 875	\$ (11,805)	\$ 198
Foreign currency translation adjustment and other	88	(2,520)	(2,819)	(1,843)
End of period	\$ (14,624)	\$ (1,645)	\$ (14,624)	\$ (1,645)

## 5. INCOME TAXES

Income tax expense totaled \$45.1 million in the third quarter of fiscal 2015 compared to \$36.2 million in the third quarter of fiscal 2014. Income tax expense for the nine months ended October 31, 2015 was \$105.0 million compared to \$44.0 million in the same period in the prior year. The increase in income tax expense in both periods was due to higher pre-tax income as compared to the same periods in the prior year. The current year income tax expense was partially offset by our assertion to indefinitely reinvest fiscal 2015 earnings of our Canadian subsidiary into our operations outside the U.S. Accordingly, we have not provided for U.S. federal income taxes or foreign withholding taxes on fiscal 2015 earnings of our Canadian subsidiaries' undistributed earnings. However, if any portion were to be distributed, the related U.S. tax liability may be reduced by foreign income taxes paid on those earnings. We currently estimate our annualized effective tax rate for fiscal 2015 to be approximately 36.9%.

Cash paid for income taxes totaled \$119.7 million and \$106.7 million for the 39 weeks ended October 31, 2015 and November 1, 2014, respectively.

## 6. EARNINGS PER SHARE

Basic earnings per share is computed by dividing income available to common stockholders by the weighted-average number of common shares outstanding. Diluted earnings per share is computed by dividing income available to common stockholders by the weighted-average shares outstanding plus the potential dilutive impact from the exercise of stock options and restricted shares. Common equivalent shares are excluded from the computation if their effect is anti-dilutive. There were 0.9 million anti-dilutive shares during the third quarters of fiscal 2015 and fiscal 2014. There were 0.5 million and 3.4 million anti-dilutive shares during the nine months ended October 31, 2015 and November 1, 2014, respectively.

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The following table presents a reconciliation of the diluted weighted-average shares (in thousands, except per share data):

	13 Weeks Ended		39 Weeks Ended	
	October 31, 2015	November 1, 2014	October 31, 2015	November 1, 2014
Numerator:				
Net income	\$ 76,797	\$ 64,064	\$ 179,246	\$ 60,835
Income related to unvested restricted shares	237	293	661	249
Income available to common stockholders	\$ 76,560	\$ 63,771	\$ 178,585	\$ 60,586
Denominator:				
Basic weighted-average shares	207,323	203,269	206,629	187,784
Effect of dilutive securities:				
Stock options	2,187	3,723	2,695	3,656
Restricted shares	243	223	271	162
Dilutive weighted-average shares	209,753	207,215	209,595	191,602
Basic earnings per common share	\$ 0.37	\$ 0.31	\$ 0.86	\$ 0.32
Diluted earnings per common share	\$ 0.37	\$ 0.31	\$ 0.85	\$ 0.32

## 7. SEGMENTS AND GEOGRAPHIC INFORMATION

We consider our Michaels-U.S., Michaels-Canada and Aaron Brothers to be our operating segments for purposes of determining reportable segments based on the criteria of ASC 280, Segment Reporting (“ASC 280”). We determined that each of our operating segments have similar economic characteristics and meet the aggregation criteria set forth in ASC 280. Therefore, we combine our operating segments into one reporting segment.

Our net sales by country are as follows (in thousands):

13 Weeks Ended		39 Weeks Ended	
October 31,	November 1,	October 31,	November 1,

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	2015	2014	2015	2014
United States	\$ 1,064,855	\$ 1,018,679	\$ 2,944,119	\$ 2,829,021
Canada	103,568	111,516	286,174	301,372
Total	\$ 1,168,423	\$ 1,130,195	\$ 3,230,293	\$ 3,130,393

Our chief operating decision makers evaluate historical operating performance and forecast future periods' operating performance based on operating income and earnings before interest, income taxes, depreciation, amortization and losses on early extinguishment of debt and refinancing costs ("EBITDA (excluding losses on early extinguishment of debt and refinancing costs)"). We believe these metrics more closely reflect the operating effectiveness of factors over

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which management has control. A reconciliation of EBITDA (excluding losses on early extinguishment of debt and refinancing costs) to net income is presented below (in thousands):

	13 Weeks Ended		39 Weeks Ended	
	October 31, 2015	November 1, 2014	October 31, 2015	November 1, 2014
Net income	\$ 76,797	\$ 64,064	\$ 179,246	\$ 60,835
Interest expense	33,840	41,457	105,967	159,183
Losses on early extinguishment of debt and refinancing costs	—	—	6,072	67,980
Provision for income taxes	45,103	36,161	104,960	43,986
Depreciation and amortization	29,433	29,093	85,382	82,266
Other	(46)	(58)	(226)	(227)
EBITDA (excluding losses on early extinguishment of debt and refinancing costs)	\$ 185,127	\$ 170,717	\$ 481,401	\$ 414,023

## 8. CONTINGENCIES

## Rea Claim

On September 15, 2011, MSI was served with a lawsuit filed in the California Superior Court in and for the County of Orange (“Superior Court”) by four former store managers as a class action proceeding on behalf of themselves and certain former and current store managers employed by MSI in California. The lawsuit alleges that MSI improperly classified its store managers as exempt employees and as such failed to pay all wages, overtime, waiting time penalties and failed to provide accurate wage statements. The lawsuit also alleges that the foregoing conduct was in breach of various laws, including California’s unfair competition law. On December 3, 2013, the Superior Court entered an order certifying a class of approximately 200 members. MSI successfully removed the case to the United States District Court for the Central District of California and on May 8, 2014, the class was decertified. As a result of the decertification, we have 38 individual claims pending as well as a separate representative action pending in the California Superior Court in and for the County of San Diego brought on behalf of store managers throughout the state. We believe we have meritorious defenses and intend to defend the lawsuits vigorously. We do not believe the resolution of the lawsuits will have a material effect on our consolidated financial statements.

## Fair Credit Reporting Claim

On December 11, 2014, MSI was served with a lawsuit, *Christina Graham v. Michaels Stores, Inc.*, filed in the U.S. District Court for the District of New Jersey by a former associate. The lawsuit is a purported class action, bringing plaintiff's individual claims, as well as claims on behalf of a putative class of applicants who applied for employment with Michaels through an online application, and on whom a background check for employment was procured. The lawsuit alleges that MSI violated the Fair Credit Reporting Act ("FCRA") and the New Jersey Fair Credit Reporting Act by failing to provide the proper disclosure and obtain the proper authorization to conduct background checks. Since the initial filing, another named plaintiff joined the lawsuit, which was amended in February 2015, *Christina Graham and Gary Anderson v. Michaels Stores, Inc.*, with substantially similar allegations. The plaintiffs seek statutory and punitive damages as well as attorneys' fees and costs.

Following the filing of the Graham case in New Jersey, five additional purported class action lawsuits with six plaintiffs were filed, *Michele Castro and Janice Bercut v. Michaels Stores, Inc.*, in the U.S. District Court for the Northern District of Texas, *Michelle Bercut v. Michaels Stores, Inc.* in the Superior Court of California for Sonoma County, *Raini Burnside v. Michaels Stores, Inc.*, pending in the U.S. District Court for the Western District of Missouri, *Sue Gettings v. Michaels Stores, Inc.*, in the U.S. District Court for the Southern District of New York, and *Barbara Horton v. Michaels Stores, Inc.*, in the U.S. District Court for the Central District of California. All of the plaintiffs alleged violations of the FCRA. In addition, the Castro, Horton and Janice Bercut lawsuits also alleged violations of California's unfair competition law. The Burnside, Horton and Gettings lawsuits have been dismissed and an offer of judgment has been

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accepted in the Castro lawsuit and will be dismissed. The Graham, Janice Bercut and Michelle Bercut lawsuits were transferred for centralized pretrial proceedings to the District of New Jersey.

The Company intends to defend the remaining lawsuits vigorously. We cannot reasonably estimate the potential loss, or range of loss, related to the lawsuits, if any.

### Data Security Incident

Five putative class actions were filed against MSI relating to the January 2014 data breach. The plaintiffs generally alleged that MSI failed to secure and safeguard customers' private information including credit and debit card information, and as such, breached an implied contract, and violated the Illinois Consumer Fraud Act (and other states' similar laws) and are seeking damages including declaratory relief, actual damages, punitive damages, statutory damages, attorneys' fees, litigation costs, remedial action, pre and post judgment interest, and other relief as available. The cases are as follows: Christina Moyer v. Michaels Stores, Inc., was filed on January 27, 2014; Michael and Jessica Gouwens v. Michaels Stores, Inc., was filed on January 29, 2014; Nancy Maize and Jessica Gordon v. Michaels Stores, Inc., was filed on February 21, 2014; and Daniel Ripes v. Michaels Stores, Inc., was filed on March 14, 2014. These four cases were filed in the United States District Court for the Northern District of Illinois, Eastern Division. On March 18, 2014, an additional putative class action was filed in the United States District Court for the Eastern District of New York, Mary Jane Whalen v. Michaels Stores, Inc., but was voluntarily dismissed by the plaintiff on April 11, 2014 without prejudice to her right to re file a complaint. On April 16, 2014, an order was entered consolidating the Illinois actions. On July 14, 2014, the Company's motion to dismiss the consolidated complaint was granted.

On December 2, 2014, Whalen filed a new lawsuit against MSI related to the data breach in the United States District Court for the Eastern District of New York, Mary Jane Whalen v. Michaels Stores, Inc., seeking damages including declaratory relief, monetary damages, statutory damages, punitive damages, attorneys' fees and costs, injunctive relief, pre and post judgment interest, and other relief as available. The Company filed a motion to dismiss and is awaiting a decision from the Court.

The Company intends to defend this lawsuit vigorously. We cannot reasonably estimate the potential loss, or range of loss, related to the lawsuits, if any.

In connection with the breach, payment card companies and associations have sought to require us to reimburse them for unauthorized card charges and costs to replace cards and may also seek fines or penalties in connection with the data breach, and enforcement authorities may also impose fines or other remedies against us. We have also incurred other costs associated with the data breach, including legal fees, investigative fees, costs of communications with customers and credit monitoring services provided to our customers. In addition, various states' attorneys general investigated events related to the data breach, including how it occurred, its consequences and our responses. We fully cooperated in these investigations and we do not expect any further action. We cannot reasonably estimate the potential loss or range of loss related to any reimbursement costs, fines or penalties that may be assessed. Such amounts incurred to date are immaterial to the consolidated financial statements.

### Consumer Product Safety Commission Claim

On April 21, 2015, the United States Department of Justice, on behalf of the Consumer Product Safety Commission (the "CPSC"), filed a complaint against MSI and Michaels Stores Procurement Company, Inc. ("MSPC") in the U.S. District Court for the Northern District of Texas. The complaint seeks civil penalties for an alleged failure to timely report a potential product safety hazard to the CPSC related to the breakage of certain glass vases. The complaint also alleges the report contained a material misrepresentation and seeks injunctive relief requiring MSI and MSPC to, among other things, establish internal recordkeeping and compliance monitoring systems. The Company filed a partial motion to dismiss on June 18, 2015 seeking dismissal of the CPSC's claims for money damages, and is awaiting a decision from the Court. We believe we have meritorious defenses and intend to defend the lawsuit vigorously. We do not believe the resolution of the lawsuit will have a material effect on our consolidated financial statements.

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General

In addition to the litigation discussed above, we are now, and may be in the future, involved in various other lawsuits, claims and proceedings incident to the ordinary course of business. The results of litigation are inherently unpredictable. Any claims against us, whether meritorious or not, could be time consuming, result in costly litigation, require significant amounts of management time and result in diversion of significant resources.

For some of the matters disclosed above, as well as other matters previously disclosed in the Company's filings with the SEC, the Company is able to estimate a range of losses in excess of the amounts recorded, if any, in the accompanying consolidated financial statements. As of October 31, 2015, the aggregate estimated loss is approximately \$15 million, which includes amounts recorded by the Company.

9. RELATED PARTY TRANSACTIONS

Affiliates of, or funds advised by, Bain Capital Partners, LLC ("Bain Capital") and The Blackstone Group L.P. ("The Blackstone Group", together with Bain Capital and their applicable affiliates, the "Sponsors") own approximately 63% of our outstanding common stock as of October 31, 2015. Prior to our initial public offering ("IPO") on July 2, 2014, the Sponsors and another common stockholder, Highfields Capital Management LP ("Highfields"), received annual management fees of \$12.0 million and \$1.0 million, respectively. In connection with the IPO, the management agreement was terminated and the Company paid the Sponsors and Highfields an aggregate \$30.2 million termination fee. We recognized management fees and reimbursement of out-of pocket expenses of \$35.7 million during the nine months ended November 1, 2014. These expenses are included in related party expenses in the consolidated statements of comprehensive income. No related party expenses were incurred in fiscal 2015 or in the third quarter of fiscal 2014.

The Blackstone Group owns a majority equity position in RGIS, an external vendor we utilize to count our store inventory. Payments associated with this vendor during the third quarters of fiscal 2015 and fiscal 2014 were \$2.3 million and \$2.2 million, respectively. Payments made during the nine months ended October 31, 2015 and November 1, 2014 were \$5.7 million and \$5.8 million, respectively. These expenses are included in selling, general and administrative ("SG&A") in the consolidated statements of comprehensive income.

The Blackstone Group owns a majority equity position in Vistar, an external vendor we utilize for all of the candy-type items in our stores. Payments associated with this vendor during each of the third quarters of fiscal 2015 and fiscal 2014 were \$5.1 million and \$4.2 million, respectively. Payments made during the nine months ended October 31, 2015 and November 1, 2014 were \$18.0 million and \$15.5 million, respectively. These expenses are recognized in cost of sales as the sales are incurred.

The Blackstone Group owns an equity position in Brixmor Properties Group, a vendor we utilize to lease certain properties. Payments associated with this vendor during the third quarters of fiscal 2015 and fiscal 2014 were \$0.5 million and \$0.8 million, respectively. Payments made during the nine months ended October 31, 2015 and November 1, 2014 were \$1.8 million and \$2.5 million, respectively. These expenses are included in cost of sales and occupancy expense in the consolidated statements of comprehensive income.

The Blackstone Group owns an equity position in Hilton Hotels, an external vendor we utilize for hospitality services. Payments associated with this vendor during the nine months ended October 31, 2015 were \$0.4 million. Payments made during the third quarter of fiscal 2014 and the nine months ended November 1, 2014 totaled \$1.4 million. These expenses are included in SG&A in the consolidated statements of comprehensive income.

Five of our current directors, Joshua Bekenstein, Nadim El Gabbani, Lewis S. Klessel, Matthew S. Levin and Peter F. Wallace, are affiliates of Bain Capital or The Blackstone Group. As such, some or all of such directors may have an indirect material interest in payments with respect to debt securities of the Company that have been purchased by

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affiliates of Bain Capital and The Blackstone Group. As of October 31, 2015, affiliates of The Blackstone Group held \$47.3 million of our Restated Term Loan Credit Facility.

## 10. CONDENSED CONSOLIDATED FINANCIAL INFORMATION

Our debt covenants restrict MSI, and certain subsidiaries of MSI, from various activities including the incurrence of additional debt, payment of dividends and the repurchase of MSI's capital stock (subject to certain exceptions), among other things. The following condensed consolidated financial information represents the financial information of MSI and its wholly-owned subsidiaries subject to these restrictions. The information is presented in accordance with the requirements of Rule 12-04 under the SEC's Regulation S-X.

Michaels Stores, Inc.

Condensed Consolidated Balance Sheets

(in thousands)

ASSETS	October 31, 2015	January 31, 2015	November 1, 2014
Current assets:			
Cash and equivalents	\$ 110,007	\$ 373,559	\$ 189,029
Merchandise inventories	1,277,053	958,171	1,115,813
Prepaid expenses and other current assets	153,002	125,374	147,539
Total current assets	1,540,062	1,457,104	1,452,381
Property and equipment, net	385,407	386,372	376,787
Goodwill	94,290	94,290	94,290
Other assets	64,472	64,305	73,507
Total assets	\$ 2,084,231	\$ 2,002,071	\$ 1,996,965
LIABILITIES AND STOCKHOLDERS' DEFICIT			
Current liabilities:			
Accounts payable	\$ 557,170	\$ 447,016	\$ 504,176
Accrued liabilities and other	369,183	388,785	359,116
Current portion of long-term debt	24,900	24,900	24,900
Other current liabilities	44,525	59,885	524
Total current liabilities	995,778	920,586	888,716
Long-term debt	2,924,751	2,943,524	2,949,781
Other liabilities	109,400	102,913	89,273

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Total stockholders' deficit	(1,945,698)	(1,964,952)	(1,930,805)
Total liabilities and stockholders' deficit	\$ 2,084,231	\$ 2,002,071	\$ 1,996,965

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Michaels Stores, Inc.

## Condensed Consolidated Statements of Comprehensive Income

(in thousands)

	13 Weeks Ended		39 Weeks Ended	
	October 31, 2015	November 1, 2014	October 31, 2015	November 1, 2014
Net sales	\$ 1,168,423	\$ 1,130,195	\$ 3,230,293	\$ 3,130,393
Cost of sales and occupancy expense	702,825	678,012	1,949,577	1,892,270
Gross profit	465,598	452,183	1,280,716	1,238,123
Selling, general and administrative	308,467	307,538	879,196	863,019
Other operating expense	1,042	2,167	4,326	40,144
Operating income	156,089	142,478	397,194	334,960
Interest and other expense	33,978	35,501	102,393	177,335
Income before income taxes	122,111	106,977	294,801	157,625
Provision for income taxes	45,181	38,682	108,886	63,136
Net income	\$ 76,930	\$ 68,295	\$ 185,915	\$ 94,489
Other comprehensive income, net of tax:				
Foreign currency translation adjustment and other	88	(2,520)	(2,819)	(1,843)
Comprehensive income	\$ 77,018	\$ 65,775	\$ 183,096	\$ 92,646

Michaels Stores, Inc.

## Condensed Consolidated Statements of Cash Flows

(in thousands)

	39 Weeks Ended	
	October 31, 2015	November 1, 2014
Cash flows from operating activities:		
Net cash provided by operating activities	\$ 11,550	\$ 101,936
Cash flows from investing activities:		
Additions to property and equipment	(89,726)	(104,274)
Purchase of long-term investment	(5,000)	—

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Net cash used in investing activities	(94,726)	(104,274)
Cash flows from financing activities:		
Net repayments of debt	(63,715)	(1,094,633)
Net borrowings of debt	45,040	1,123,750
Payment of dividend to Michaels Funding, Inc.	(188,046)	(60,333)
Other financing activities	26,345	(11,577)
Net cash used in financing activities	(180,376)	(42,793)
Net change in cash and equivalents	(263,552)	(45,131)
Cash and equivalents at beginning of period	373,559	234,160
Cash and equivalents at end of period	\$ 110,007	\$ 189,029

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

This discussion and analysis should be read in conjunction with the unaudited consolidated financial statements of the Company (and the related notes thereto included elsewhere in this quarterly report), and the audited consolidated financial statements of the Company (and the related notes thereto) and the Management's Discussion and Analysis of Financial Condition and Results of Operations in the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 2015 ("Annual Report") filed with the Securities and Exchange Commission ("SEC") pursuant to Section 13 or 15(d) under the Securities Act of 1934 on March 19, 2015.

All of the "Company", "us", "we", "our", and similar expressions are references to The Michaels Companies, Inc. ("Michaels") and our consolidated wholly-owned subsidiaries, unless otherwise expressly stated or the context otherwise requires.

We report on the basis of a 52- or 53-week fiscal year, which ends on the Saturday closest to January 31. All references to fiscal year mean the year in which that fiscal year began. References to "fiscal 2015" relate to the 52 weeks ended January 30, 2016 and references to "fiscal 2014" relate to the 52 weeks ended January 31, 2015. In addition, all references to "the third quarter of fiscal 2015" relate to the 13 weeks ended October 31, 2015 and all references to "the third quarter of fiscal 2014" relate to the 13 weeks ended November 1, 2014. Finally, all references to "the nine months ended October 31, 2015" relate to the 39 weeks ended October 31, 2015 and all references to "the nine months ended November 1, 2014" relate to the 39 weeks ended November 1, 2014. Because of the seasonal nature of our business, the results of operations for the 13 and 39 weeks ended October 31, 2015 are not indicative of the results to be expected for the entire year.

Overview

We are the largest arts and crafts specialty retailer in North America (based on store count) providing materials, project ideas and education for creative activities, under the retail brands of Michaels and Aaron Brothers. We also

operate a market-leading vertically-integrated custom framing business. At October 31, 2015, we operated 1,196 Michaels stores and 118 Aaron Brothers stores.

Net sales for the third quarter of fiscal 2015 increased 3.4% compared to the same period in the prior year. The increase in net sales was due to the opening of 27 additional stores (net of closures) since November 1, 2014. Comparable stores sales increased 1.5% during the third quarter of fiscal 2015, or 3.1% at constant exchange rates. Gross profit as a percent of sales decreased 20 basis points to 39.8% during the third quarter of fiscal 2015 primarily due to an increase in promotional activity as a result of the continued competitive retail environment, the negative impact of foreign exchange rates and a shift in sales mix due primarily to the success of our lower margin coloring books. The decline was partially offset by an increase in retail prices and sourcing efficiencies. Operating income increased \$13.4 million to \$155.9 million during the third quarter of fiscal 2015. The increase was due primarily to the increase in net sales.

On April 6, 2015, an irrevocable notice of redemption was delivered to the holders of the 7.50%/8.25% PIK Toggle Notes due 2018 ("PIK Notes"). Pursuant to the notice, the remaining \$180.9 million in principal of the PIK Notes was redeemed on May 6, 2015. During the nine months ended October 31, 2015, the Company recorded \$6.1 million of debt extinguishment costs, which consists of a 2% redemption premium and \$2.5 million of unamortized debt issuance costs. This final payment retired the PIK Notes and discharged the obligations under the indenture governing the PIK Notes.



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## Comparable Store Sales

Comparable store sales represents the change in net sales for stores open the same number of months in the comparable period of the previous year, including stores that were relocated or expanded during either period, as well as e-commerce sales. A store is deemed to become comparable in its 14th month of operation in order to eliminate grand opening sales distortions. A store temporarily closed more than two weeks is not considered comparable during the month it is closed. If a store is closed longer than two weeks but less than two months, it becomes comparable in the month in which it reopens, subject to a mid-month convention. A store closed longer than two months becomes comparable in its 14th month of operation after its reopening.

## Operating Information

The following table sets forth certain operating data:

	13 Weeks Ended		39 Weeks Ended	
	October 31,	November	October 31,	November
	2015	1, 2014	2015	1, 2014
Michaels stores:				
Open at beginning of period	1,186	1,147	1,168	1,136
New stores	10	19	29	30
Relocated stores opened	4	3	17	13
Closed stores	—	—	(1)	—
Relocated stores closed	(4)	(3)	(17)	(13)
Open at end of period	1,196	1,166	1,196	1,166
Aaron Brothers stores:				
Open at beginning of period	118	117	120	121
New stores	—	5	—	5
Closed stores	—	(1)	(2)	(5)
Open at end of period	118	121	118	121
Total store count at end of period	1,314	1,287	1,314	1,287
Other Operating Data:				
Average inventory per Michaels store (in thousands) (1)	\$ 1,041	\$ 923	\$ 1,041	\$ 923
Comparable store sales	1.5 %	(0.8) %	1.1 %	1.9 %
Comparable store sales, at constant currency	3.1 %	(0.2) %	2.5 %	2.5 %

(1) The calculation of average inventory per Michaels store excludes our Aaron Brothers stores.

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## Results of Operations

The following table sets forth the percentage relationship to net sales of line items of our consolidated statements of comprehensive income. This table should be read in conjunction with the following discussion and with our consolidated financial statements, including the related notes.

	13 Weeks Ended				39 Weeks Ended			
	October 31, 2015	%	November 1, 2014	%	October 31, 2015	%	November 1, 2014	%
Net sales	100.0	%	100.0	%	100.0	%	100.0	%
Cost of sales and occupancy expense	60.2		60.0		60.4		60.4	
Gross profit	39.8		40.0		39.6		39.6	
Selling, general and administrative	26.4		27.2		27.2		27.6	
Related party expenses	—		—		—		1.1	
Store pre-opening costs	0.1		0.2		0.1		0.1	
Operating income	13.3		12.6		12.3		10.6	
Interest expense	2.9		3.7		3.3		5.1	
Losses on early extinguishment of debt and refinancing costs	—		—		0.2		2.2	
Other expense, net	—		0.1		—		—	
Income before income taxes	10.4		8.9		8.8		3.3	
Provision for income taxes	3.9		3.2		3.2		1.4	
Net income	6.6	%	5.7	%	5.5	%	1.9	%

## 13 Weeks Ended October 31, 2015 Compared to the 13 Weeks Ended November 1, 2014

**Net Sales.** Net sales increased \$38.2 million in the third quarter of fiscal 2015, or 3.4%, compared to the third quarter of fiscal 2014. The increase in net sales was due to a \$21.9 million increase related to 27 additional stores opened (net of closures) since November 1, 2014 and a \$16.3 million increase in comparable store sales. Comparable store sales increased 1.5%, or 3.1% at constant exchange rates, due primarily to an increase in our average ticket.

**Gross Profit.** Gross profit was 39.8% of net sales in the third quarter of fiscal 2015 compared to 40.0% in the third quarter of fiscal 2014. The 20 basis point decline was due to an increase in promotional activity as a result of the continued competitive retail environment, the negative impact of foreign exchange rates and a shift in sales mix due primarily to the success of our lower margin coloring books. The decline was partially offset by an increase in retail prices and sourcing efficiencies.

Selling, General and Administrative. SG&A was 26.4% of net sales for the third quarter of fiscal 2015 compared to 27.2% in the third quarter of fiscal 2014. SG&A increased \$1.2 million to \$308.7 million for the third quarter of fiscal 2015. The increase was due primarily to a \$4.4 million increase in costs associated with operating 27 additional stores (net of closures) and a \$2.1 million increase in performance-based compensation. The increase was partially offset by a \$3.6 million decrease in marketing costs and a decrease in Canadian operating costs due primarily to the impact of foreign exchange.

Interest Expense. Interest expense decreased \$7.6 million to \$33.8 million in the third quarter of fiscal 2015 compared to the third quarter of fiscal 2014. The decrease was primarily attributable to \$6.7 million of interest savings from the redemption of the PIK Notes during the fourth quarter of fiscal 2014 and the second quarter of fiscal 2015.

Provision for Income Taxes. Income tax expense in the third quarter of fiscal 2015 totaled \$45.1 million compared to \$36.2 million in the third quarter of fiscal 2014. The increase was primarily due to higher pre-tax income compared to the same period in the prior year. The current year income tax expense was partially offset by our assertion

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to indefinitely reinvest fiscal 2015 earnings of our Canadian subsidiary into our operations outside of the U.S., which is taxed at a lower rate than the U.S.

39 weeks Ended October 31, 2015 Compared to the 39 weeks Ended November 1, 2014

**Net Sales.** Net sales increased \$99.9 million in the first nine months of fiscal 2015, or 3.2%, compared to the first nine months of fiscal 2014. The increase in net sales was due to a \$65.7 million increase related to 27 additional stores opened (net of closures) since November 1, 2014 and a \$34.2 million increase in comparable store sales. Comparable store sales increased 1.1%, or 2.5% at constant exchange rates, due primarily to an increase in our average ticket, partially offset by a decrease in customer transactions.

**Gross Profit.** Gross profit was 39.6% as a percent of net sales for both the first nine months of fiscal 2015 and the first nine months of fiscal 2014. An improvement related to an increase in retail prices and sourcing efficiencies was offset by an increase in promotional activity as a result of the continued competitive retail environment and the negative impact of foreign exchange rates.

**Selling, General and Administrative.** SG&A was 27.2% of net sales for the first nine months of fiscal 2015 compared to 27.6% for the first nine months of fiscal 2014. SG&A increased \$14.6 million to \$880.0 million for the first nine months of fiscal 2015 due primarily to \$14.2 million of costs associated with operating 27 additional stores (net of closures) and a \$6.2 million increase in performance-based compensation. The increase was partially offset by a \$3.4 million decrease in marketing costs, \$2.1 million of costs incurred in the prior year related to our Initial Public Offering (“IPO”) completed in July 2014 and a decrease in Canadian operating costs due primarily to the impact of foreign exchange.

**Related Party Expenses.** Related party expenses decreased \$35.7 million in the first nine months of fiscal 2015 compared to the same period in the prior year due to the termination of the management services agreement in connection with our IPO completed in July 2014.

**Interest Expense.** Interest expense decreased \$53.2 million to \$106.0 million in the first nine months of fiscal 2015 compared to the first nine months of fiscal 2014. The decrease was primarily due to interest savings of \$33.1 million from the redemption of the PIK Notes in the fourth quarter of fiscal 2014 and the second quarter of fiscal 2015 and \$18.9 million of interest savings from the refinancing of the 7.75% Senior Notes due 2018 (“2018 Senior Notes”) in the second quarter of fiscal 2014.

Losses on Early Extinguishment of Debt and Refinancing Costs. We recorded a loss on the early extinguishment of debt of \$6.1 million during the first nine months of fiscal 2015 related to the redemption of our remaining outstanding PIK Notes, consisting of \$3.6 million of redemption premiums and \$2.5 million to write off related debt issuance costs. We recorded a loss on the early extinguishment of debt of \$68.0 million during the first nine months of fiscal 2014 related to the redemption of our 2018 Senior Notes and PIK Notes, consisting of \$55.2 million of redemption premiums and \$17.9 million to write off related debt issuance costs. The loss in fiscal 2014 was partially offset by a \$5.1 million write off of the unamortized net premium.

Provision for Income Taxes. Income tax expense for the first nine months of fiscal 2015 was \$105.0 million compared to \$44.0 million in the same period in the prior year. The increase was primarily due to higher pre-tax income compared to the same period in the prior year. The current year income tax expense was partially offset by our assertion to indefinitely reinvest fiscal 2015 earnings of our Canadian subsidiary into our operations outside the U.S., which is taxed at a lower rate than the U.S.

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Liquidity and Capital Resources

We require cash principally for day-to-day operations, to finance capital investments, to purchase inventory, to service our outstanding debt and for seasonal working capital needs. We expect that our available cash, cash flow generated from operating activities and funds available under our senior secured asset-based revolving credit facility (“Restated Revolving Credit Facility”) will be sufficient to fund planned capital expenditures, working capital requirements, debt repayments, debt service requirements and anticipated growth for the foreseeable future. Our ability to satisfy our liquidity needs and continue to refinance or reduce debt could be adversely affected by the occurrence of any of the events described under Item 1A. Risk Factors of our Report on Form 10-K for the fiscal year ended January 31, 2015 or our failure to meet our debt covenants. Our Restated Revolving Credit Facility provides senior secured financing of up to \$650.0 million, subject to a borrowing base. As of October 31, 2015, the borrowing base was \$650.0 million, of which we had \$63.3 million of outstanding standby letters of credit, no outstanding borrowings and \$586.7 million of unused borrowing capacity. Our cash and cash equivalents totaled \$114.7 million at October 31, 2015, of which \$3.6 million was held by our Canadian subsidiaries. If it were necessary to repatriate these funds for use in the U.S., we would be required to pay U.S. taxes on the amount of undistributed earnings in our Canadian subsidiaries. However, it is our intent to indefinitely reinvest these funds outside the U.S.

We had total outstanding debt of \$2,949.7 million at October 31, 2015, of which \$2,435.6 million was subject to variable interest rates and \$514.1 million was subject to fixed interest rates.

Our substantial indebtedness could adversely affect our ability to raise additional capital, limit our ability to react to changes in the economy or our industry, expose us to interest rate risk and prevent us from meeting our obligations. Management reacts strategically to changes in economic conditions and monitors compliance with debt covenants to seek to mitigate any potential material impacts to our financial condition and flexibility.

We intend to use excess operating cash flows to invest in growth opportunities and to repay portions of our indebtedness, depending on prevailing market conditions, liquidity requirements, contractual restrictions and other factors. As such, we and our subsidiaries, affiliates and significant shareholders may, from time to time, seek to retire or purchase our outstanding debt (including publicly issued debt) through cash purchases and/or exchanges, in open market purchases, privately negotiated transactions, by tender offer or otherwise. If we use our excess cash flows to repay our debt, it will reduce the amount of excess cash available for additional capital expenditures.

On April 6, 2015, an irrevocable notice of redemption was delivered to the holders of the PIK Notes. Pursuant to the notice, the remaining \$180.9 million in principal of the PIK Notes was redeemed on May 6, 2015. The redemption was funded with cash from operations. During the nine months ended October 31, 2015, the Company recorded \$6.1 million of debt extinguishment costs, which consists of a 2% redemption premium and \$2.5 million of unamortized debt issuance costs. This final payment retired the PIK Notes and discharged the obligations under the indenture governing the PIK Notes.

Cash Flow from Operating Activities

Cash flows provided by operating activities was \$7.5 million in the first nine months of fiscal 2015 and \$36.5 million in the first nine months of fiscal 2014. The decrease in cash provided by operating activities was primarily due to higher inventory levels. The decrease was partially offset by an \$88.4 million decrease in cash paid for interest due to the redemption of the remaining outstanding PIK Notes in the second quarter of fiscal 2015 and the refinancing of the 2018 Senior Notes in the second quarter of fiscal 2014.

Average inventory per Michaels store (including e-commerce and distribution centers) increased 12.8% to \$1.0 million at October 31, 2015, from \$0.9 million at November 1, 2014. The increase is due to a strategic decision to increase inventory levels of core products as well as the early receipt of inventory for the fourth quarter holiday selling season.



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## Cash Flow from Investing Activities

The following table includes capital expenditures paid during the periods presented (in thousands):

	39 Weeks Ended	
	October 31, 2015	November 1, 2014
New and relocated stores and stores not yet opened (1)	\$ 20,061	\$ 24,254
Existing stores	38,251	37,663
Information systems	24,240	22,320
Corporate and other	7,174	20,037
	\$ 89,726	\$ 104,274

(1) In the first nine months of fiscal 2015, we incurred capital expenditures related to the opening of 46 Michaels stores, including the relocation of 17 Michaels stores. In the first nine months of fiscal 2014, we incurred capital expenditures related to the opening of 43 Michaels stores and 5 Aaron Brothers stores, including the relocation of 13 Michaels stores.

## Non-GAAP Measures

The following table sets forth certain non-GAAP measures the Company uses to manage our performance and measure compliance with certain debt covenants. The Company defines “EBITDA (excluding losses on early extinguishment of debt and refinancing costs)” as net income before interest, income taxes, depreciation, amortization, and losses on early extinguishment of debt and refinancing costs. The Company defines “Adjusted EBITDA” as EBITDA (excluding losses on early extinguishment of debt and refinancing costs) adjusted for certain defined amounts in accordance with the Company’s senior secured term loan facility (“Restated Term Loan Credit Facility”) and Restated Revolving Credit Facility (collectively, the “Adjustments”).

The Company has presented EBITDA (excluding losses on early extinguishment of debt and refinancing costs) and Adjusted EBITDA to provide investors with additional information to evaluate our operating performance and our ability to service our debt. Adjusted EBITDA is a required calculation under the Company’s Restated Term Loan Credit Facility and its Restated Revolving Credit Facility (together the “Senior Secured Credit Facilities”). As it relates to the Senior Secured Credit Facilities, Adjusted EBITDA is used in the calculations of fixed charge coverage and leverage ratios, which, under certain circumstances determine mandatory repayments or maintenance covenants and may restrict the Company’s ability to make certain payments (characterized as restricted payments), investments (including acquisitions) and debt repayments.

As EBITDA (excluding losses on early extinguishment of debt and refinancing costs) and Adjusted EBITDA are not measures of operating performance or liquidity calculated in accordance with U.S. generally accepted accounting principles ("GAAP"), these measures should not be considered in isolation of, or as a substitute for, net income, as an indicator of operating performance, or net cash provided by operating activities as an indicator of liquidity. Our computation of EBITDA (excluding losses on early extinguishment of debt and refinancing costs) and Adjusted EBITDA may differ from similarly titled measures used by other companies.

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The following table shows a reconciliation of EBITDA (excluding losses on early extinguishment of debt and refinancing costs) and Adjusted EBITDA to net income and net cash provided by operating activities (in thousands):

	13 Weeks Ended		39 Weeks Ended	
	October 31, 2015	November 1, 2014	October 31, 2015	November 1, 2014
Net cash provided by operating activities	\$ 94,638	\$ 161,238	\$ 7,493	\$ 36,502
Depreciation and amortization	(29,433)	(29,093)	(85,382)	(82,266)
Share-based compensation	(3,258)	(4,936)	(9,483)	(14,599)
Debt issuance costs amortization	(2,089)	(2,382)	(6,455)	(7,984)
Accretion of long-term debt, net	32	52	98	483
Deferred income taxes	(1,039)	(145)	(7,553)	(4,989)
Losses on early extinguishment of debt and refinancing costs	—	—	(6,072)	(67,980)
Excess tax benefits from share-based compensation	1,087	67	14,039	546
Changes in assets and liabilities	16,859	(60,737)	272,561	201,122
Net income	76,797	64,064	179,246	60,835
Interest expense	33,840	41,457	105,967	159,183
Losses on early extinguishment of debt and refinancing costs	—	—	6,072	67,980
Provision for income taxes	45,103	36,161	104,960	43,986
Depreciation and amortization	29,433	29,093	85,382	82,266
Other	(46)	(58)	(226)	(227)
EBITDA (excluding losses on early extinguishment of debt and refinancing costs)	185,127	170,717	481,401	414,023
Adjustments:				
Share-based compensation	3,258	4,936	9,483	14,599
Management fees to Sponsors and others	—	—	—	35,682
Retention costs	—	—	—	340
Severance costs	331	750	1,493	1,744
Store pre-opening costs	1,059	2,213	4,369	4,554
Store remodel costs	315	102	2,142	3,505
Foreign currency transaction losses	137	729	114	1,030
Store closing costs	449	677	88	1,735
IPO costs	—	—	—	2,134
Other (1)	436	476	2,912	2,103
Adjusted EBITDA	\$ 191,112	\$ 180,600	\$ 502,002	\$ 481,449

(1) Other adjustments relate to items such as moving and relocation expenses, franchise taxes, and sign on bonuses.

## Disclosure Regarding Forward-Looking Information

The above discussion, as well as other portions of this Quarterly Report on Form 10-Q, contains forward-looking statements that reflect our plans, estimates and beliefs. Any statements contained herein (including, but not limited to, statements to the effect that Michaels or its management “anticipates”, “plans”, “estimates”, “expects”, “believes”, “intends” and other similar expressions) that are not statements of historical fact should be considered forward-looking statements and should be read in conjunction with our Annual Report. Such forward-looking statements are based upon management’s current knowledge and assumptions about future events and involve risks and uncertainties that could cause actual results, performance or achievements to be materially different from anticipated results, prospects, performance or achievements expressed or implied by such forward-looking statements. Such risks and uncertainties include, but are not limited to the following:

- risks related to the effect of economic uncertainty;

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- our substantial outstanding indebtedness of \$2.9 billion could adversely affect our ability to raise additional capital to fund our operations, limit our ability to react to changes in the economy or our industry, expose us to interest rate risk to the extent of our \$2.4 billion variable rate debt and prevent us from meeting our obligations under our notes and credit facilities;
- restrictions in our debt agreements that limit our flexibility in operating our business, as our senior secured credit facilities and the indentures governing our notes contain various covenants that limit our ability to engage in specified types of transactions and require that we maintain specified financial ratios upon the occurrence of certain events;
- changes in customer demand could materially adversely affect our sales, results of operations, and cash flow;
- our failure to adequately maintain security and prevent unauthorized access to electronic and other confidential information, which could result in an additional data breach, could materially adversely affect our financial condition and operating results;
- competition, including internet-based competition, could negatively impact our business;
- our reliance on foreign suppliers increases our risk of not obtaining adequate, timely, and cost-effective product supplies;
- how well we manage our business;
- our ability to open new stores and increase comparable store sales growth, as our growth depends on our strategy of expanding our base of retail stores; and, if we are unable to continue this strategy, our ability to increase our sales, profitability, and cash flow could be impaired;
- damage to the reputation of the Michaels brand or our private and exclusive brands could adversely affect our sales;
- a weak fourth quarter would materially adversely affect our results of operations;
- risks associated with the suppliers from whom our products are sourced may fail us and transitioning to other qualified vendors could materially adversely affect our revenue and profit growth;
- unexpected or unfavorable consumer responses to our promotional or merchandising programs could materially adversely affect our sales, results of operations, cash flows and financial condition;

- our marketing programs, e-commerce initiatives and use of consumer information are governed by an evolving set of laws and enforcement trends and unfavorable changes in those laws or trends, or our failure to comply with existing or future laws, could substantially harm our business and results of operations;
  
- product recalls and/or product liability, as well as changes in product safety and other consumer protection laws, may adversely impact our operations, merchandise offerings, reputation, results of operation, cash flow, and financial condition;
  
- changes in regulations or enforcement, or our failure to comply with existing or future regulations, may adversely impact our business;

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- significant increases in inflation or commodity prices such as petroleum, natural gas, electricity, steel, wood, and paper may adversely affect our costs, including cost of merchandise;
- we may be subject to information technology system failures or network disruptions, or our information systems may prove inadequate, resulting in damage to our reputation, business operations and financial condition;
- improvements to our supply chain may not be fully successful;
- changes in newspaper subscription rates may result in reduced exposure to our circular advertisements;
- disruptions in the capital markets could increase our costs of doing business;
- our real estate leases generally obligate us for long periods, which subjects us to various financial risks;
- we have co-sourced certain of our information technology, accounts payable, payroll, accounting and human resources functions, and may co-source other administrative functions, which makes us more dependent upon third parties;
- we are exposed to fluctuations in exchange rates between the U.S. and Canadian dollar, which is the functional currency of our Canadian subsidiaries;
- we are dependent upon the services of our senior management team;
- failure to attract and retain quality sales, distribution center and other associates in appropriate numbers as well as experienced buying and management personnel could adversely affect our performance;
- our results may be adversely affected by serious disruptions or catastrophic events, including geo-political events and weather;
- our holding company structure makes us, and certain of our direct and indirect subsidiaries, dependent on the operations of our, and their, subsidiaries to meet our financial obligations; and
- investment funds affiliated with the Sponsors own approximately 63% of the outstanding shares of our common stock and as a result will have the ability to control the outcome of matters submitted for stockholder approval, including the ability to direct the election of all of the members of our Board of Directors, and they may have interests that differ from those of other stockholders.

For more details on factors that may cause actual results to differ materially from such forward-looking statements, please see the Risk Factors section of our Annual Report. Except as required by applicable law, we disclaim any intention to, and undertake no obligation to, update or revise any forward-looking statement.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Foreign Currency Risk

We are exposed to fluctuations in exchange rates between the U.S. and Canadian dollar, which is the functional currency of our Canadian subsidiaries. Our sales, costs and expenses of our Canadian subsidiaries, when translated into U.S. dollars, can fluctuate due to exchange rate movement. As of October 31, 2015, a 10% increase or decrease in the exchange rate of the Canadian dollar would increase or decrease net income by approximately \$2 million for the 39 weeks ended October 31, 2015.

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Interest Rate Risk

We have market risk exposure arising from changes in interest rates on our Restated Term Loan Credit Facility and our Restated Revolving Credit Facility. The interest rates on our Restated Term Loan Credit Facility and our Restated Revolving Credit Facility will reprice periodically, which will impact our earnings and cash flow. The interest rate on our 2020 Senior Subordinated Notes is fixed. Based on our overall interest rate exposure to variable rate debt outstanding as of October 31, 2015, a 1% increase or decrease in interest rates would increase or decrease income before income taxes by approximately \$24 million. A 1% increase or decrease in interest rates would decrease or increase the fair value of our long-term fixed rate debt by approximately \$14 million. A change in interest rates would not materially affect the fair value of our variable rate debt as the debt reprices periodically.

Inflation Risk

We do not believe inflation and changing commodity prices have had a material impact on our net sales, income from continuing operations, plans for expansion or other capital expenditures for any period presented in this report. However, we cannot be sure inflation and changing commodity prices will not have an adverse impact on our operating results, financial condition, plans for expansion or other capital expenditures in future periods.

ITEM 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

We maintain a set of disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) promulgated by the SEC under the Securities Exchange Act of 1934) designed to provide reasonable assurance that information, which is required to be timely disclosed, is accumulated and communicated to management in a timely fashion. We note the design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

An evaluation was carried out under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls are effective to provide reasonable assurance that information

required to be disclosed in the reports that we file or submit under the Securities and Exchange Act of 1934, as amended, is accumulated and communicated to management, including our Chief Executive Officer and our Chief Financial Officer, to allow timely decisions regarding required disclosure and are effective to provide reasonable assurance that such information is recorded, processed, summarized, and reported within the time periods specified by the SEC's rules and forms.

#### Change in Internal Control Over Financial Reporting

There have been no changes in our internal controls over financial reporting during the quarter ended October 31, 2015 that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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## Part II—OTHER INFORMATION

## ITEM 1. LEGAL PROCEEDINGS.

Information regarding legal proceedings is incorporated by reference from Note 8 to the consolidated financial statements.

## Item 1A. RISK FACTORS

There have been no material changes to the Risk Factors described in the Annual Report on Form 10-K.

## ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

The following table provides certain information with respect to our purchases of shares of the Company's common stock during the third quarter of fiscal 2015:

Period	Total Number of Shares Purchased (a)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plan
August 2, 2015 - August 29, 2015	17,207	\$ 25.80	—	\$ —
August 30, 2015 - October 3, 2015	—	—	—	—
October 4, 2015 - October 31, 2015	6,966	23.66	—	—
Total	24,173	\$ 25.18	—	\$ —

(a) These amounts reflect the surrender of shares of common stock to the Company to satisfy tax withholding obligations in connection with employee restricted stock awards that vested during the third quarter of fiscal 2015.

## ITEM 5. OTHER INFORMATION.

Iran Threat Reduction and Syria Human Rights Act of 2012

Pursuant to Section 219 of the Iran Threat Reduction and Syria Human Rights Act of 2012, which added Section 13(r) of the Exchange Act, the Company hereby incorporates by reference herein Exhibit 99.1 of this Quarterly Report on Form 10-Q, which includes disclosures publicly filed and/or provided to The Blackstone Group L.P., one of our Sponsors, by Travelport Worldwide Limited and Hilton Worldwide Holdings, Inc., each of which may be considered its affiliate.

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Item 6. EXHIBITS

(a) Exhibits:

Exhibit Number	Description of Exhibit
31.1	Certifications of Carl S. Rubin pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to §302 of the Sarbanes-Oxley Act of 2002
31.2	Certifications of Charles M. Sonstebly pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to §302 of the Sarbanes-Oxley Act of 2002
32.1	Certification pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002
99.1	Section 13(r) Disclosure
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE MICHAELS COMPANIES, INC.

By: /s/ Carl S. Rubin  
Carl S. Rubin  
Chief Executive Officer  
(Principal Executive Officer)

By: /s/ Charles M. Sonsteby  
Charles M. Sonsteby  
Chief Administrative Officer & Chief Financial Officer  
  
(Principal Financial Officer)

Date: December 4, 2015