

Green Equity Investors V, L.P.
 Form 4
 October 29, 2014

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 *
 Green Equity Investors V, L.P.

2. Issuer Name and Ticker or Trading Symbol
 Container Store Group, Inc. [TCS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 11111 SANTA MONICA BOULEVARD, SUITE 2000

3. Date of Earliest Transaction (Month/Day/Year)
 10/27/2014

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

LOS ANGELES, CA 90025

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock, par value \$0.01					20,952,262 ⁽¹⁾ <u>(2) (3) (4)</u>	D	
Common Stock, par value \$0.01					6,285,165 ⁽²⁾ <u>(3) (5) (6)</u>	D	
Common Stock, par value \$0.01					269,118 ^{(2) (3)} <u>(7) (8)</u>	D	

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					<u>(9)</u> 10/31/2023	Common Stock	40,808
Stock Option (Right to Buy)	\$ 21.53	10/27/2014	<u>(11)</u>	A	10,132	<u>(12)</u> 10/27/2024	Common Stock	10,132

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Green Equity Investors V, L.P. 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		
Green Equity Investors Side V, L.P. 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X			
TCS Co-Invest, LLC LEONARD GREEN & PARTNERS 11111 SANTA MONICA BLVD. LOS ANGELES, CA 90025	X	X		
GEI Capital V, LLC 11111 SANTA MONICA BOULEVARD SUITE 2000	X			

LOS ANGELES, CA 90025

Green V Holdings, LLC
 11111 SANTA MONICA BOULEVARD X
 SUITE 2000
 LOS ANGELES, CA 90025

LEONARD GREEN PARTNERS LP
 11111 SANTA MONICA BOULEVARD X
 SUITE 2000
 LOS ANGELES, CA 90025

LGP MANAGEMENT INC
 11111 SANTA MONICA BOULEVARD X
 SUITE 2000
 LOS ANGELES, CA 90025

Signatures

/s/ Cody L. Franklin as attorney-in-fact for Jonathan D. Sokoloff, Manager of GEI Capital V, LLC, the general partner of Green Equity Investors V, L.P.

10/29/2014

__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).
- (1) Represents shares of Common Stock acquired by Green Equity Investors V, L.P. ("GEI V") from the Issuer upon the closing of the Issuer's initial public offering pursuant to a securities purchase agreement entered into August 15, 2007.

 GEI V is the direct owner of 20,952,262 shares of Common Stock of the Issuer. Green Equity Investors Side V, L.P. ("GEI Side V") is the direct owner of 6,285,165 shares of Common Stock of the Issuer. TCS Co-Invest, LLC ("TCS") is the direct owner of 269,118 shares of Common Stock of the Issuer (together with GEI V's and GEI Side V's Common Stock, the "Shares"). GEI Capital V, LLC ("GEIC") is the general partner of GEI V and GEI Side V. Green V Holdings, LLC ("Holdings") is a limited partner of GEI V and GEI Side V. Leonard Green & Partners, L.P. ("LGP") is the management company of GEI V and GEI Side V, the manager of TCS, and an affiliate of GEIC and Holdings. LGP Management, Inc. ("LGPM") is the general partner of LGP.
- (2) GEI Side V, as an affiliated entity of GEI V, TCS, as an affiliated entity of GEI V, LGP, as the management company of GEI V and GEI Side V, LGPM, as the general partner of LGP, GEIC, as the general partner of GEI V and GEI Side V, and Holdings, as the limited partner of GEI V and GEI Side V 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 owners of the Shares (in the case of GEI Side V, GEI V's Shares and TCS's Shares, in the case of GEI V, GEI Side V's Shares and TCS's Shares, and in the case of TCS, GEI V's Shares and GEI Side V's Shares) owned by GEI V, GEI Side V, or TCS and, therefore, a "ten percent holder" hereunder.
- (3) Each of GEI Side V, TCS, LGP, LGPM, GEIC, and Holdings disclaims beneficial ownership of the Shares reported herein, except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that the reporting persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.
- (4) Represents shares acquired by GEI Side V from the Issuer upon the closing of the Issuer's initial public offering pursuant to a securities purchase agreement entered into August 15, 2007.

 Each of GEI V, TCS, LGP, LGPM, GEIC, and Holdings disclaims beneficial ownership of the Shares reported herein, except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that the reporting persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.
- (5) Represents shares acquired by TCS from the Issuer upon the closing of the Issuer's initial public offering pursuant to a securities purchase agreement entered into August 15, 2007.

 Each of GEI V, GEI Side V, LGP, LGPM, GEIC, and Holdings disclaims beneficial ownership of the Shares reported herein, except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that the reporting persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.
- (6) Each of GEI V, GEI Side V, LGP, LGPM, GEIC, and Holdings disclaims beneficial ownership of the Shares reported herein, except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that the reporting persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.
- (7) Represents shares acquired by TCS from the Issuer upon the closing of the Issuer's initial public offering pursuant to a securities purchase agreement entered into August 15, 2007.

 Each of GEI V, GEI Side V, LGP, LGPM, GEIC, and Holdings disclaims beneficial ownership of the Shares reported herein, except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that the reporting persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.
- (8) Each of GEI V, GEI Side V, LGP, LGPM, GEIC, and Holdings disclaims beneficial ownership of the Shares reported herein, except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that the reporting persons are the beneficial owners of such securities for purposes of Section 16 or for any other purposes.

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- (9) The options vested upon the closing of the Issuer's initial public offering.

The options reported on this row were granted to Jonathan D. Sokoloff, Timothy J. Flynn, and J. Kristofer Galashan in respect of their service on the Issuer's board of directors for the benefit of LGP, with Mr. Sokoloff and Mr. Flynn each holding 13,603 of such options and Mr. Galashan holding 13,602 of such options. Each of Messrs. Sokoloff, Flynn, and Galashan disclaims beneficial ownership of such options, except to the extent of his pecuniary interest therein. LGP 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 such options.

- (11) Not applicable.

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

- (13) Granted as compensation for services.

The options reported on this row were granted to Jonathan D. Sokoloff, Timothy J. Flynn, and J. Kristofer Galashan in respect of their service on the Issuer's board of directors for the benefit of LGP, with Messrs. Sokoloff, Flynn, and Galashan each holding 10,132 of such options. Each of Messrs. Sokoloff, Flynn, and Galashan disclaims beneficial ownership of such options, except to the extent of his pecuniary interest therein. LGP 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 such options.

Remarks:

GEI V may be deemed to be a director for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, by reason of the above.

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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