

Flynn Timothy John  
Form 4  
September 14, 2018

**FORM 4**

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Flynn Timothy John

(Last) (First) (Middle)

11111 SANTA MONICA  
BOULEVARD, SUITE 2000

(Street)

LOS ANGELES, CA 90025

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/12/2018

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
| Common<br>Stock, par<br>value \$0.01  |   |   |   | (A)<br>or<br>(D)   |  |  | See<br>footnotes.<br>(1) (2)                                      |
| Common<br>Stock, par<br>value \$0.01  |   |   |   | (A)<br>or<br>(D)   |  |  | See<br>footnotes.<br>(1) (2)                                      |
| Common<br>Stock, par<br>value \$0.01  |   |   |   | (A)<br>or<br>(D)   |  |  | See<br>footnotes.<br>(1) (2)                                      |
| Common<br>Stock, par                  | 09/12/2018                              |   | A                                       | 9,158<br>(3)   | A \$ 0<br>(3)  | 9,158 (4)  | D   |

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value \$0.01

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>Deriva<br>Securit<br>(Instr. 3) |                                     |
|---|--|---|---|--------------------------------------|--|--|---|---|-------------------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                                       | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 18  |   |   |                                      |  | <u>(5)</u>   | 10/31/2023  | Common<br>Stock                             | 13,602                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 21.53   |   |   |                                      |  | <u>(5)</u>   | 10/27/2024  | Common<br>Stock                             | 10,132                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 17.28   |   |   |                                      |  | <u>(5)</u>   | 08/03/2025  | Common<br>Stock                             | 11,821                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 5.35  |   |   |                                      |  | <u>(7)</u>   | 08/01/2026  | Common<br>Stock                             | 30,675                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 4.1   |   |   |                                      |  | <u>(8)</u>   | 09/12/2027  | Common<br>Stock                             | 42,919                              |

## Reporting Owners

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

## Signatures

Andrew Goldberg,  
attorney-in-fact  
09/14/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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

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

(2) GEI V, GEI Side V, and TCS. Mr. Flynn disclaims beneficial ownership of the shares reported herein except to the extent of his pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

- (3) Represents shares of Common Stock of the Issuer underlying restricted stock units awarded to the reporting person pursuant to the Issuer's Amended and Restated 2013 Incentive Award Plan on September 12, 2018. The restricted stock units represent the right to receive shares of Common Stock and vest on the schedule set forth in footnote 4, subject to the reporting person's continued service with the Issuer.

- (4) Of the 9,158 shares of Common Stock reported, 3,053 will vest on September 12, 2019, 3,053 will vest on September 12, 2020, and 3,052 will vest on September 12, 2021.

- (5) The options on this row are fully vested.

- (6) The options reported on this row are held by Mr. Flynn for the benefit of LGP. Mr. Flynn disclaims beneficial ownership of these securities.

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

- (8) Subject to Mr. Flynn's continued service through each such vesting date, the option reported on this row, granted on September 12, 2017 (the "Second Grant Date"), shall vest and become exercisable in three equal installments as follows: (i) the first installment vested on September 11, 2018; (ii) the second installment shall vest on the earlier of (x) the day immediately preceding the second Annual Meeting following the Second Grant Date and (y) September 12, 2019; and (iii) the third installment shall vest on the earlier of (x) the day immediately preceding the third Annual Meeting following the Second Grant Date and (y) September 12, 2020.

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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