SunCoke Energy, Inc. Form 4 June 23, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number: January 31,

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obligations

may continue.

Check this box

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 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HAMILTON PETER B Issuer Symbol SunCoke Energy, Inc. [SXC] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Officer (give title Other (specify 1011 WARRENVILLE 06/22/2016 below) ROAD, SUITE 600 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **LISLE, IL 60532**

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of TransactionAcquired (A) or Security (Month/Day/Year) Execution Date, if Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 4,591 06/22/2016 45,577 D (1) Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

HAMILTON PETER B 1011 WARRENVILLE ROAD SUITE 600 **LISLE, IL 60532**



Signatures

/s/ Rita M. Slager, attorney-in-fact

06/23/2016

**Signature of Reporting Person

Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Shares granted pursuant to the SunCoke Energy, Inc. Retainer Stock Plan for Outside Directors, in a transaction exempt under Rule **(1)** 16b-3(d).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. mes; margin-top: 12pt; margin-left: 0pt; text-indent: 0pt; "> Delaware 20-0313890

The address, including zip code, and telephone number, including area code, of each Additional Registrant Guarantor's principal executive offices is: c/o Michaels Stores, Inc., 8000 Bent Branch Drive, Irving, Texas 75063.

The name, address, including zip code and telephone number, including area code, of agent for service for each of the Additional Registrant Guarantors is:

> Charles M. Sonsteby **Chief Administrative Officer and Chief Financial Officer** 8000 Bent Branch Drive Irving, Texas 75063 Telephone: (972) 409-1300

Reporting Owners 2

with a copy to:

Michael J. Veitenheimer Senior Vice President, Secretary and General Counsel 8000 Bent Branch Drive Irving, Texas 75063 Telephone: (972) 409-1300 David A. Fine, Esq. Ropes & Gray LLP Prudential Tower 800 Boylston Street Boston, MA 02199-3600 Telephone: (617) 951-7000

EXPLANATORY NOTE

This Amendment No. 2 to Michaels Stores, Inc.'s Registration Statement on Form S-4 (Registration No. 333-173786) originally filed with the Securities and Exchange Commission on April 28, 2011, as amended by Amendment No. 1, filed June 7, 2011, is being filed for the sole purpose of amending the exhibit index to include Exhibit 5.3 filed herewith.

Item 21. Exhibits and Financial Statement Schedules

- 3.1.1 Amended and Restated Certificate of Incorporation of Michaels Stores, Inc. (previously filed as Exhibit 3.1 to Form 10-K filed by Company on May 3, 2007, SEC File No. 001-09338).
 - Certificate of Incorporation or the corresponding organizational instrument, with any amendments thereto, of the following additional registrants:
- 3.1.2 Aaron Brothers, Inc. (previously filed as Exhibit 3.1.2 to Form S-4 filed by Company on July 10, 2007, SEC File No. 333-144435).
- 3.1.3 Artistree, Inc. (previously filed as Exhibit 3.1.3 to Form S-4 filed by Company on July 10, 2007, SEC File No. 333-144435).
- 3.1.4 Michaels Finance Company, Inc. (previously filed as Exhibit 3.1.4 to Form S-4 filed by Company on July 10, 2007, SEC File No. 333-144435).
- 3.1.5 Michaels of Canada, ULC (previously filed as Exhibit 3.1.5 to Form S-4 filed by Company on July 10, 2007, SEC File No. 333-144435).
- 3.1.6 Michaels Stores Card Services, LLC (previously filed as Exhibit 3.1.6 to Form S-4 filed by Company on July 10, 2007, SEC File No. 333-144435).
- 3.1.7 Michaels Stores Procurement Company, Inc. (previously filed as Exhibit 3.1.7 to Form S-4 filed by Company on July 10, 2007, SEC File No. 333-144435).
- 3.2.1 Amended and Restated Bylaws of Michaels Stores, Inc. (previously filed as Exhibit 3.2 to Form 8-K filed by Company on November 6, 2006, SEC File No. 001-09338).
 - By-laws or the corresponding operating agreement, with any amendments thereto, of the following additional registrants:
- 3.2.2 Aaron Brothers, Inc. (previously filed as Exhibit 3.2.2 to Form S-4 filed by Company on July 10, 2007, SEC File No. 333-144435).
- 3.2.3 Artistree, Inc. (previously filed as Exhibit 3.2.3 to Form S-4 filed by Company on July 10, 2007, SEC File No. 333-144435).
- 3.2.4 Michaels Finance Company, Inc. (previously filed as Exhibit 3.2.4 to Form S-4 filed by Company on July 10, 2007, SEC File No. 333-144435).
- 3.2.5 Michaels of Canada, ULC (previously filed through inclusion in Exhibit 3.1.5 to Form S-4 filed by the Company on July 10, 2007, SEC File No. 333-144435).
- 3.2.6 Michaels Stores Card Services, LLC (previously filed as Exhibit 3.2.6 to Form S-4 filed by Company on July 10, 2007, SEC File No. 333-144435).
- 3.2.7 Michaels Stores Procurement Company, Inc. (previously filed as Exhibit 3.2.7 to Form S-4 filed by Company on July 10, 2007, SEC File No. 333-144435).
- 4.1 Senior Indenture, dated as of October 31, 2006, among Michaels Stores, Inc., the guarantors named therein and Wells Fargo Bank, National Association, as trustee (previously filed as Exhibit 4.1 to Form 10-Q filed by Company on December 7, 2006, SEC File No. 001-09338).
- 4.2 Supplemental Indenture, dated as of October 20, 2010, by and among Michaels Stores, Inc. and Law Debenture Trust Company of New York, as trustee (previously filed as Exhibit 4.1 to Form 8-K filed by Company on October 26, 2010, SEC File No. 001-09338).
- 4.3 Indenture, dated as of October 21, 2010, by and among Michaels Stores, Inc., the guarantors named therein and Law Debenture Trust Company of New York, as trustee (previously filed as Exhibit 4.2 to Form 8-K filed by Company on October 26, 2010, SEC File No. 001-09338).

- 4.4 Senior Subordinated Indenture, dated as of October 31, 2006, among Michaels Stores, Inc., the guarantors named therein and Wells Fargo Bank, National Association, as trustee (previously filed as Exhibit 4.2 to Form 10-Q filed by Company on December 7, 2006, SEC File No. 001-09338).
- 4.5 Subordinated Discount Indenture, dated as of October 31, 2006, among Michaels Stores, Inc., the guarantors named therein and Wells Fargo Bank, National Association, as trustee (previously filed as Exhibit 4.3 to Form 10-Q filed by Company on December 7, 2006, SEC File No. 001-09338).
- 4.6 Form of 7³/₄% Senior Notes due 2018 (contained in Exhibit 4.2)
- 4.7 Registration Rights Agreement, dated as of October 21, 2010, by and among Michaels Stores, Inc., the guarantors named therein and the Initial Purchasers named therein (previously filed as Exhibit 4.3 to Form 8-K filed by Company on October 26, 2010, SEC File No. 001-09338).
- 5.1 Opinion of Ropes & Gray LLP*
- 5.2 Opinion of Troutman Sanders LLP*
- 5.3 Opinion of McInnes Cooper
- 10.1 Michaels Stores, Inc. 2006 Equity Incentive Plan (previously filed as Exhibit 10.1 to Form 8-K filed by Company on February 21, 2007, SEC File No. 001-09338).
- 10.2 Form of Stock Option Agreement under the Michaels Stores, Inc. 2006 Equity Incentive Plan (previously filed as Exhibit 10.2 to Form 8-K filed by Company on February 21, 2007, SEC File No. 001-09338).
- 10.3 Amended form of Stock Option Agreement under Michaels Stores, Inc. 2006 Equity Incentive Plan (previously filed as Exhibit 10.1 to Form 10-Q filed by Company on September 4, 2009, SEC File No. 001-09338).
- 10.4 Form of Restricted Stock Award Agreement under the Michaels Stores, Inc. 2006 Equity Incentive Plan (previously filed as Exhibit 10.3 to Form 10-Q filed by the Company on June 6, 2008, SEC File No. 001-09338).
- 10.5 Form of Fiscal Year 2011 Bonus Plan for Executive Officers (previously filed as Exhibit 10.5 to Form 10-K filed by Company on

- March 24, 2011, SEC File No. 001-09338).
- 10.6 Employment Agreement, dated March 6, 2009, between Michaels Stores, Inc. and John B. Menzer (previously filed as Exhibit 10.1 to Form 10-Q filed by Company on June 5, 2009, SEC File No. 001-09338).
- 10.7 Amendment to Employment Agreement, dated June 2, 2009, between Michaels Stores, Inc. and John B. Menzer (previously filed as Exhibit 10.2 to Form 10-Q filed by Company on June 5, 2009, SEC File No. 001-09338).
- 10.8 Letter Agreement, dated September 15, 2010, between Michaels Stores, Inc. and Charles M. Sonsteby (previously filed as Exhibit 99.2 to Form 8-K filed by Company on September 17, 2010, SEC File No. 001-09338).
- 10.9 Letter Agreement, dated February 5, 2010, between Michaels Stores, Inc. and Paula A. Puleo (previously filed as Exhibit 10.9 to Form 10-K filed by Company on March 24, 2011, SEC File No. 001-09338).
- 10.10 Letter Agreement, dated May 26, 2010, between Michaels Stores, Inc. and John Wyatt (previously filed as Exhibit 10.10 to Form 10-K filed by Company on March 24, 2011, SEC File No. 001-09338).
- 10.11 Restricted Stock Award Agreement, dated June 2, 2009, between Michaels Stores, Inc. and John B. Menzer (previously filed as Exhibit 10.3 to Form 10-Q filed by Company on June 5, 2009, SEC File No. 001-09338).
- 10.12 Stock Option Agreement, dated June 2, 2009, between Michaels Stores, Inc. and John B. Menzer (previously filed as Exhibit 10.4 to Form 10-Q filed by Company on June 5, 2009, SEC File No. 001-09338).

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- 10.13 Stockholders Agreement, dated as of October 31, 2006, among Michaels Stores, Inc. and certain stockholders thereof (previously filed as Exhibit 10.1 to Form 10-Q filed by Company on December 7, 2006, SEC File No. 001-09338).
- 10.14 Amended and Restated Stockholders Agreement, dated as of February 16, 2007, among Michaels Stores, Inc. and certain stockholders thereof (previously filed as Exhibit 10.23 to Form 10-K filed by Company on May 3, 2007, SEC File No. 001-09338).
- 10.15 Management Agreement, dated as of October 31, 2006, among Michaels Stores, Inc., Bain Capital Partners, LLC and Blackstone Management Partners V LLC (previously filed as Exhibit 10.2 to Form 10-Q filed by Company on December 7, 2006, SEC File No. 001-09338).
- 10.16 Management Agreement, dated as of October 31, 2006, between Michaels Stores, Inc. and Highfields Capital Management LP (previously filed as Exhibit 10.3 to Form 10-Q filed by Company on December 7, 2006, SEC File No. 001-09338).
- 10.17 Michaels Stores, Inc. Amended Officer Severance Pay Plan (previously filed as Exhibit 10.17 to Form 10-K filed by Company on April 2, 2009, SEC File No. 001-09338).
- 10.18 Form of Director Indemnification Agreement between Michaels Stores, Inc. and certain directors thereof (previously filed as Exhibit 10.36 to Form 10-K filed by Company on March 30, 2006, SEC File No. 001-09338).
- 10.19 Form of Officer Indemnification Agreement between Michaels Stores, Inc. and certain officers thereof (previously filed as Exhibit 10.37 to Form 10-K filed by Company on March 30, 2006, SEC File No. 001-09338).
- 10.20 Amended and Restated Credit
 Agreement, dated as of February 18,
 2010, among Michaels Stores, Inc.,
 as lead borrower, the borrowers
 named therein, the facility guarantors
 named therein, Bank of America,
 N.A., as administrative agent and
 collateral agent, the lenders party
 thereto (collectively, the "Lenders"),
 Wells Fargo Retail Finance, LLC, as
 syndication agent, Deutsche Bank

Securities Inc., JPMorgan Chase Bank, N.A. and Credit Suisse, as co-documentation agents, General Electric Capital Corporation, UBS Securities LLC and RBS Business Capital, as senior managing agents, Banc of America Securities LLC, Wells Fargo Retail Finance, LLC and Deutsche Bank Securities Inc., as joint lead arrangers, and Banc of America Securities LLC, Wells Fargo Retail Finance, LLC, Deutsche Bank Securities Inc., J.P. Morgan Securities Inc. and Credit Suisse, as joint book runners (previously filed as Exhibit 10.1 to Form 8-K filed by Company on February 19, 2010, SEC File No. 001-09338).

- 10.21 Exhibits and Schedules to Amended and Restated Credit Agreement, dated as of February 18, 2010, among Michaels Stores, Inc., as lead borrower, the borrowers named therein, the facility guarantors named therein, Bank of America, N.A., as administrative agent and collateral agent, the lenders party thereto (collectively, the "Lenders"), Wells Fargo Retail Finance, LLC, as syndication agent, Deutsche Bank Securities Inc., JPMorgan Chase Bank, N.A. and Credit Suisse, as co-documentation agents, General Electric Capital Corporation, UBS Securities LLC and RBS Business Capital, as senior managing agents, Banc of America Securities LLC, Wells Fargo Retail Finance, LLC and Deutsche Bank Securities Inc., as joint lead arrangers, and Banc of America Securities LLC, Wells Fargo Retail Finance, LLC, Deutsche Bank Securities Inc., J.P. Morgan Securities Inc. and Credit Suisse, as joint book runners (previously filed as Exhibit 10.2 to Form 8-K filed by Company on May 28, 2010, SEC File No. 001-09338).
- 10.22 Credit Agreement, dated as of
 October 31, 2006, among Michaels
 Stores, Inc., Deutsche Bank AG New
 York Branch, as administrative
 agent, the other lenders named
 therein, JPMorgan Chase Bank, N.A.,
 as syndication agent, and Bank of
 America, N.A. and Credit Suisse, as
 co-documentation agents, and
 Deutsche Bank Securities Inc., J.P.
 Morgan Securities Inc. and Banc of
 America Securities LLC as co-lead
 arrangers and joint bookrunners
 (previously filed as Exhibit 10.5 to

Form 10-Q filed by Company on December 7, 2006, SEC File No. 001-09338).

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- 10.23 First Amendment to Credit Agreement, dated as of January 19, 2007, to the Credit Agreement, dated as of October 31, 2006, among Michaels Stores, Inc., Deutsche Bank AG New York Branch, as administrative agent, the other lenders named therein, JPMorgan Chase Bank, N.A., as syndication agent, and Bank of America, N.A. and Credit Suisse, as co-documentation agents, and Deutsche Bank Securities Inc., J.P. Morgan Securities Inc. and Banc of America Securities LLC as co-lead arrangers and joint bookrunners (previously filed as Exhibit 10.1 to Form 8-K filed by Company on January 25, 2007, SEC File No. 001-09338).
- 10.24 Second Amendment to Credit Agreement, dated as of May 10, 2007, to the Credit Agreement, dated as of October 31, 2006, among Michaels Stores, Inc., Deutsche Bank AG New York Branch, as administrative agent, the other lenders named therein, JPMorgan Chase Bank, N.A., as syndication agent, and Bank of America, N.A. and Credit Suisse, as co-documentation agents, and Deutsche Bank Securities Inc., J.P. Morgan Securities Inc. and Banc of America Securities LLC as co-lead arrangers and joint bookrunners (previously filed as Exhibit 10.1 to Form 8-K filed by Company on May 11, 2007, SEC File No. 001-09338).
- 10.25 Third Amendment to Credit Agreement, dated as of August 20, 2009, to the Credit Agreement, dated as of October 31, 2006, among Michaels Stores, Inc., Deutsche Bank AG New York Branch, as administrative agent, the other lenders named therein, JPMorgan Chase Bank, N.A., as syndication agent, and Bank of America, N.A. and Credit Suisse, as co-documentation agents, and Deutsche Bank Securities Inc., J.P. Morgan Securities Inc. and Banc of America Securities LLC as co-lead arrangers and joint bookrunners (previously filed as Exhibit 10.3 to Form 10-Q filed by Company on September 4, 2009, SEC File No. 001-09338).
- 10.26 Fourth Amendment to Credit Agreement, dated as of November 5,

2009, to the Credit Agreement, dated as of October 31, 2006, among Michaels Stores, Inc., Deutsche Bank AG New York Branch, as administrative agent, the other lenders named therein, JPMorgan Chase Bank, N.A., as syndication agent, and Bank of America, N.A. and Credit Suisse, as co-documentation agents, and Deutsche Bank Securities Inc., J.P. Morgan Securities Inc. and Banc of America Securities LLC as co-lead arrangers and joint bookrunners (previously filed as Exhibit 10.1 to Form 8-K filed by Company on November 5, 2009 SEC File No. 001-09338).

- 10.27 Master Services Agreement, dated as of January 16, 2009, by and between Michaels Stores, Inc. and Tata America International Corporation (previously filed as Exhibit 10.29 to Form 10-K filed by Company on April 2, 2009, SEC File No. 001-09338).
- 10.28 Michaels Stores, Inc. Employees 401(k) Plan, effective March 1, 2009 (previously filed as Exhibit 10.30 to Form 10-K filed by Company on April 2, 2009, SEC File No. 001-09338).
 - 12 Statement of Computation of Ratio of Earnings to Fixed Charges*
 - 21 Subsidiaries of Michaels Stores, Inc. (previously filed as Exhibit 21 to Form S-4 filed by Company on July 10, 2007, SEC File No. 333-144435).
- 23.1 Consent of Ernst & Young LLP*
- 23.2 Consent of Ropes & Gray LLP (included in the opinion filed as Exhibit 5.1)
- 23.3 Consent of Troutman Sanders LLP (included in the opinion filed as Exhibit 5.2)
- 23.4 Consent of McInnes Cooper (included in the opinion filed as Exhibit 5.3)
 - 24 Powers of Attorney (included in the signature pages of the initial filing of this Registration Statement)*
- 25.1 Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of Law Debenture Trust Company of New York with respect to the Indenture governing the 7³/₄% Senior Notes due 2018.*
- 99.1 Form of Letter of Transmittal*
- 99.2 Form of Notice of Guaranteed Delivery*

*

Previously filed.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas, on the 16th day of June, 2011.

MICHAELS STORES, INC.

By:	/s/ CHARLES M. SONSTEBY		
	CL L M.C. 4.1		

Chief Administrative Officer & Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the date indicated below.

Signature	Title	Date
*		
John B. Menzer	Chief Executive Officer (Principal Executive Officer)	June 16, 2011
/s/ CHARLES M. SONSTEBY	Chief Administrative Officer & Chief Financial Officer	
Charles M. Sonsteby	(Principal Financial Officer)	June 16, 2011
*	Vice President Financial Planning & Analysis and Interim	1. 16.2011
Richard S. Jablonski	Controller (Principal Accounting Officer)	June 16, 2011
	Director	
Josh Bekenstein	Director	
*	Director	June 16, 2011
Todd M. Cook	Director	June 10, 2011
	Director	
Jill A. Greenthal		
*	Director	June 16, 2011
Lewis Klessel	II-5	10, 2011

	Signature	Title	Date
	Matthew S. Levin	Director	
	*		
	Gerry M. Murphy	Director	June 16, 2011
	*	Di .	1 16 2011
	James A. Quella	Director	June 16, 2011
	*	Director	June 16, 2011
	Peter F. Wallace	Director	June 16, 2011
*		gns and executes this registration statement pursuant to the Poors and previously filed with the Securities and Exchange Co	
Ву:	/s/ CHARLES M. SONSTEBY		
	Charles M. Sonsteby Attorney-in-Fact	11-6	

SIGNATURES

By:

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas, on the 16^{th} day of June, 2011.

AARON BROTHERS, INC.

Pursuant to the requirements of the Securities Act of capacities indicated on the date indicated below.	Charles M. Sonste President, Chief Administrat. Chief Financial Off for 1933, this registration statement has been signed by the follow	ive Officer & icer
Signature	Title	Date
/s/ CHARLES M. SONSTEBY	President, Chief Administrative Officer & Chief	1 16 2011
Charles M. Sonsteby	Financial Officer (Principal Executive Officer and Principal Financial Officer)	June 16, 2011
*	Vice President-Finance and Interim Controller (Principal	June 16, 2011
Richard S. Jablonski	Accounting Officer)	June 16, 2011
*		1 16 2011
John B. Menzer	— Director	June 16, 2011
/s/ CHARLES M. SONSTEBY	Director	June 16, 2011
Charles M. Sonsteby	Director	June 10, 2011
*	D' 4	I 16 2011
Michael J. Veitenheimer	— Director	June 16, 2011
	signs and executes this registration statement pursuant to the Porectors and previously filed with the Securities and Exchange Con	
By: /s/ CHARLES M. SONSTEBY		
Charles M. Sonsteby Attorney-in-Fact	II-7	

SIGNATURES

By:

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas, on the 16th day of June, 2011.

ARTISTREE, INC.

Pursuant to the requirements of the Securities acapacities indicated on the date indicated below.	Charles M. Sonste Chief Administrative Of Chief Financial Off Act of 1933, this registration statement has been signed by the follow	fficer & ficer	
Signature	Title	Date	
*			
Michael B. Cairnes	President (Principal Executive Officer)	June 16, 2011	
/s/ CHARLES M. SONSTEBY	Chief Administrative Officer & Chief Financial Officer	June 16, 2011	
Charles M. Sonsteby	(Principal Financial Officer)	June 16, 2011	
*	Vice President Finance and Interim Controller (Principal	June 16, 2011	
Richard S. Jablonski	Accounting Officer)	Vano 10, 2011	
*	—— Director	June 16, 2011	
John B. Menzer			
/s/ CHARLES M. SONSTEBY	—— Director	June 16, 2011	
Charles M. Sonsteby			
*	—— Director	June 16, 2011	
Michael J. Veitenheimer *			
The undersigned, by signing his name her	reto, signs and executes this registration statement pursuant to the Pord directors and previously filed with the Securities and Exchange Con		
By: /s/ CHARLES M. SONSTEBY			
Charles M. Sonsteby Attorney-in-Fact	II-8		

SIGNATURES

By:

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas, on the 16^{th} day of June, 2011.

MICHAELS FINANCE COMPANY, INC.

	Charles M. Sonstel President, Chief Administrati Chief Financial Offi	trative Officer & Officer		
Pursuant to the requirements of the Securities Act of capacities indicated on the date indicated below.	1933, this registration statement has been signed by the follow	ing persons in the		
Signature	Title	Date		
/s/ CHARLES M. SONSTEBY	President, Chief Administrative Officer & Chief	I 1/ 2011		
Charles M. Sonsteby	Financial Officer (Principal Executive Officer and Principal Financial Officer)	June 16, 2011		
*	Vice President Finance and Interim Controller (Principal	June 16, 2011		
Richard S. Jablonski	Accounting Officer)	Julie 10, 2011		
/s/ CHARLES M. SONSTEBY	D	1. 1.6 2011		
Charles M. Sonsteby	Director	June 16, 2011		
*	D	1. 16 2011		
Richard S. Jablonski	Director	June 16, 2011		
	gns and executes this registration statement pursuant to the Pov tors and previously filed with the Securities and Exchange Con			
By: /s/ CHARLES M. SONSTEBY				
Charles M. Sonsteby Attorney-in-Fact				
	II-9			

SIGNATURES

By:

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas, on the 16^{th} day of June, 2011.

MICHAELS OF CANADA, ULC

/s/ CHARLES M. SONSTEBY

	Charles M. Sonste Chief Administrative O Chief Financial Off	fficer &
Pursuant to the requirements of the Secucapacities indicated on the date indicated belonger	urities Act of 1933, this registration statement has been signed by the follow	
Signature	Title	Date
*	President (Principal Executive Officer)	June 16, 2011
Thomas J. Making	Trestaent (Timespai Executive Officer)	Julie 10, 2011
/s/ CHARLES M. SONSTEBY	Chief Administrative Officer & Chief Financial Officer	I 16 2011
Charles M. Sonsteby	(Principal Financial Officer)	June 16, 2011
*	Vice President Finance and Interim Controller (Principal	1 16 2011
Richard S. Jablonski	Accounting Officer)	June 16, 2011
*		- 16 - 201
John B. Menzer	Director	June 16, 2011
/s/ CHARLES M. SONSTEBY		
Charles M. Sonsteby	Director	June 16, 2011
*		
Michael J. Veitenheimer	Director	June 16, 2011
	me hereto, signs and executes this registration statement pursuant to the Poers and directors and previously filed with the Securities and Exchange Con	
By: /s/ CHARLES M. SONSTEBY		
Charles M. Sonsteby Attorney-in-Fact		

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SIGNATURES

By:

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas, on the 16^{th} day of June, 2011.

MICHAELS STORES CARD SERVICES, LLC

	Charles M. Sonsteby			
Pursuant to the requirements of the Securities Act of sities indicated on the date indicated below.	President, Chief Administrate Chief Financial Offe 1933, this registration statement has been signed by the follow	icer		
Signature	Title	Date		
/s/ CHARLES M. SONSTEBY	President, Chief Administrative Officer & Chief	1 (2011		
Charles M. Sonsteby	 Financial Officer (Principal Executive Officer and Principal Financial Officer) 	June 16, 2011		
*	Vice President Finance and Interim Controller (Principal			
Richard S. Jablonski	Accounting Officer)	June 16, 2011		
MICHAELS STORES, INC.				
/s/ CHARLES M. SONSTEBY		I 16 0011		
Charles M. Sonsteby Chief Administrative Officer & Chief Financial Officer	Sole Managing Member	June 16, 2011		
	gns and executes this registration statement pursuant to the Portors and previously filed with the Securities and Exchange Cor			
/s/ CHARLES M. SONSTEBY				
Charles M. Sonsteby Attorney-in-Fact	Т 11			
	П-11			

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Irving, State of Texas, on the 16^{th} day of June, 2011.

MICHAELS STORES PROCUREMENT COMPANY, INC.

By:	/s/ CHARLES M. SONSTEBY		

Charles M. Sonsteby

Chief Administrative Officer &

Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the date indicated below.

Signature		Title	Date	
	*			
	John B. Menzer	Chief Executive Officer (Principal Executive Officer)	June 16, 2011	
	/s/ CHARLES M. SONSTEBY	Chief Administrative Officer & Chief Financial Officer (Principal Financial Officer)	I 16 2011	
	Charles M. Sonsteby		June 16, 2011	
	*	Vice President Finance and Interim Controller (Principal	June 16, 2011	
	Richard S. Jablonski	Accounting Officer)	June 10, 2011	
	*	Director	June 16, 2011	
	John B. Menzer		, i	
	/s/ CHARLES M. SONSTEBY	Director	June 16, 2011	
	Charles M. Sonsteby			
	*	Director	June 16, 2011	
	Michael J. Veitenheimer			
*		ns and executes this registration statement pursuant to the Pow ors and previously filed with the Securities and Exchange Com-		
By:	/s/ CHARLES M. SONSTEBY			
	Charles M. Sonsteby Attorney-in-Fact	II-12		
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Index to Exhibits

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3.1.1 Amended and Restated Certificate of Incorporation of Michaels Stores, Inc. (previously filed as Exhibit 3.1 to Form 10-K filed by Company on May 3, 2007, SEC File No. 001-09338).

Certificate of Incorporation or the corresponding organizational instrument, with any amendments thereto, of the following additional registrants:

- 3.1.2 Aaron Brothers, Inc. (previously filed as Exhibit 3.1.2 to Form S-4 filed by Company on July 10, 2007, SEC File No. 333-144435).
- 3.1.3 Artistree, Inc. (previously filed as Exhibit 3.1.3 to Form S-4 filed by Company on July 10, 2007, SEC File No. 333-144435).
- 3.1.4 Michaels Finance Company, Inc. (previously filed as Exhibit 3.1.4 to Form S-4 filed by Company on July 10, 2007, SEC File No. 333-144435).
- 3.1.5 Michaels of Canada, ULC (previously filed as Exhibit 3.1.5 to Form S-4 filed by Company on July 10, 2007, SEC File No. 333-144435).
- 3.1.6 Michaels Stores Card Services, LLC (previously filed as Exhibit 3.1.6 to Form S-4 filed by Company on July 10, 2007, SEC File No. 333-144435).
- 3.1.7 Michaels Stores Procurement Company, Inc. (previously filed as Exhibit 3.1.7 to Form S-4 filed by Company on July 10, 2007, SEC File No. 333-144435).
- 3.2.1 Amended and Restated Bylaws of Michaels Stores, Inc. (previously filed as Exhibit 3.2 to Form 8-K filed by Company on November 6, 2006, SEC File No. 001-09338).

By-laws or the corresponding operating agreement, with any amendments thereto, of the following additional registrants:

- 3.2.2 Aaron Brothers, Inc. (previously filed as Exhibit 3.2.2 to Form S-4 filed by Company on July 10, 2007, SEC File No. 333-144435).
- 3.2.3 Artistree, Inc. (previously filed as Exhibit 3.2.3 to Form S-4 filed by Company on July 10, 2007, SEC File No. 333-144435).
- 3.2.4 Michaels Finance Company, Inc. (previously filed as Exhibit 3.2.4 to Form S-4 filed by Company on July 10, 2007, SEC File No. 333-144435).
- 3.2.5 Michaels of Canada, ULC (previously filed through inclusion in Exhibit 3.1.5 to Form S-4 filed by the Company on July 10, 2007, SEC File No. 333-144435).
- 3.2.6 Michaels Stores Card Services, LLC (previously filed as Exhibit 3.2.6 to Form S-4 filed by Company on July 10, 2007, SEC File No. 333-144435).
- 3.2.7 Michaels Stores Procurement Company, Inc. (previously filed as Exhibit 3.2.7 to Form S-4 filed by Company on July 10, 2007, SEC File No. 333-144435).
 - 4.1 Senior Indenture, dated as of October 31, 2006, among Michaels Stores, Inc., the guarantors named therein and Wells Fargo Bank, National Association, as trustee (previously filed as Exhibit 4.1 to Form 10-Q filed by Company on December 7, 2006, SEC File No. 001-09338).
 - 4.2 Supplemental Indenture, dated as of October 20, 2010, by and among Michaels Stores, Inc. and Law Debenture Trust Company of New York, as trustee (previously filed as Exhibit 4.1 to Form 8-K filed by Company on October 26, 2010, SEC File No. 001-09338).
 - 4.3 Indenture, dated as of October 21, 2010, by and among Michaels Stores, Inc., the guarantors named therein and Law Debenture Trust Company of New York, as trustee (previously filed as Exhibit 4.2 to Form 8-K filed by Company on October 26, 2010, SEC File No. 001-09338).

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- 4.4 Senior Subordinated Indenture, dated as of October 31, 2006, among Michaels Stores, Inc., the guarantors named therein and Wells Fargo Bank, National Association, as trustee (previously filed as Exhibit 4.2 to Form 10-Q filed by Company on December 7, 2006, SEC File No. 001-09338).
- 4.5 Subordinated Discount Indenture, dated as of October 31, 2006, among Michaels Stores, Inc., the guarantors named therein and Wells Fargo Bank, National Association, as trustee (previously filed as Exhibit 4.3 to Form 10-Q filed by Company on December 7, 2006, SEC File No. 001-09338).
- 4.6 Form of 7³/₄% Senior Notes due 2018 (contained in Exhibit 4.2)
- 4.7 Registration Rights Agreement, dated as of October 21, 2010, by and among Michaels Stores, Inc., the guarantors named therein and the Initial Purchasers named therein (previously filed as Exhibit 4.3 to Form 8-K filed by Company on October 26, 2010, SEC File No. 001-09338).
- 5.1 Opinion of Ropes & Gray LLP*
- 5.2 Opinion of Troutman Sanders LLP*
- 5.3 Opinion of McInnes Cooper
- 10.1 Michaels Stores, Inc. 2006 Equity Incentive Plan (previously filed as Exhibit 10.1 to Form 8-K filed by Company on February 21, 2007, SEC File No. 001-09338).
- 10.2 Form of Stock Option Agreement under the Michaels Stores, Inc. 2006 Equity Incentive Plan (previously filed as Exhibit 10.2 to Form 8-K filed by Company on February 21, 2007, SEC File No. 001-09338).
- 10.3 Amended form of Stock Option Agreement under Michaels Stores, Inc. 2006 Equity Incentive Plan (previously filed as Exhibit 10.1 to Form 10-Q filed by Company on September 4, 2009,

SEC File No. 001-09338).

- 10.4 Form of Restricted Stock Award Agreement under the Michaels Stores, Inc. 2006 Equity Incentive Plan (previously filed as Exhibit 10.3 to Form 10-Q filed by the Company on June 6, 2008, SEC File No. 001-09338).
- 10.5 Form of Fiscal Year 2011 Bonus Plan for Executive Officers (previously filed as Exhibit 10.5 to Form 10-K filed by Company on March 24, 2011, SEC File No. 001-09338).
- 10.6 Employment Agreement, dated March 6, 2009, between Michaels Stores, Inc. and John B. Menzer (previously filed as Exhibit 10.1 to Form 10-Q filed by Company on June 5, 2009, SEC File No. 001-09338).
- 10.7 Amendment to Employment
 Agreement, dated June 2, 2009,
 between Michaels Stores, Inc. and
 John B. Menzer (previously filed as
 Exhibit 10.2 to Form 10-Q filed by
 Company on June 5, 2009, SEC File
 No. 001-09338).
- 10.8 Letter Agreement, dated September 15, 2010, between Michaels Stores, Inc. and Charles M. Sonsteby (previously filed as Exhibit 99.2 to Form 8-K filed by Company on September 17, 2010, SEC File No. 001-09338).
- 10.9 Letter Agreement, dated February 5, 2010, between Michaels Stores, Inc. and Paula A. Puleo (previously filed as Exhibit 10.9 to Form 10-K filed by Company on March 24, 2011, SEC File No. 001-09338).
- 10.10 Letter Agreement, dated May 26, 2010, between Michaels Stores, Inc. and John Wyatt (previously filed as Exhibit 10.10 to Form 10-K filed by Company on March 24, 2011, SEC File No. 001-09338).

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No. Description

- 10.11 Restricted Stock Award Agreement, dated June 2, 2009, between Michaels Stores, Inc. and John B. Menzer (previously filed as Exhibit 10.3 to Form 10-Q filed by Company on June 5, 2009, SEC File No. 001-09338).
- 10.12 Stock Option Agreement, dated June 2, 2009, between Michaels Stores, Inc. and John B. Menzer (previously filed as Exhibit 10.4 to Form 10-Q filed by Company on June 5, 2009, SEC File No. 001-09338).
- 10.13 Stockholders Agreement, dated as of October 31, 2006, among Michaels Stores, Inc. and certain stockholders thereof (previously filed as Exhibit 10.1 to Form 10-Q filed by Company on December 7, 2006, SEC File No. 001-09338).
- 10.14 Amended and Restated Stockholders Agreement, dated as of February 16, 2007, among Michaels Stores, Inc. and certain stockholders thereof (previously filed as Exhibit 10.23 to Form 10-K filed by Company on May 3, 2007, SEC File No. 001-09338).
- 10.15 Management Agreement, dated as of October 31, 2006, among Michaels Stores, Inc., Bain Capital Partners, LLC and Blackstone Management Partners V LLC (previously filed as Exhibit 10.2 to Form 10-Q filed by Company on December 7, 2006, SEC File No. 001-09338).
- 10.16 Management Agreement, dated as of October 31, 2006, between Michaels Stores, Inc. and Highfields Capital Management LP (previously filed as Exhibit 10.3 to Form 10-Q filed by Company on December 7, 2006, SEC File No. 001-09338).
- 10.17 Michaels Stores, Inc. Amended Officer Severance Pay Plan (previously filed as Exhibit 10.17 to Form 10-K filed by Company on April 2, 2009, SEC File No. 001-09338).
- 10.18 Form of Director Indemnification

Agreement between Michaels Stores, Inc. and certain directors thereof (previously filed as Exhibit 10.36 to Form 10-K filed by Company on March 30, 2006, SEC File No. 001-09338).

- 10.19 Form of Officer Indemnification Agreement between Michaels Stores, Inc. and certain officers thereof (previously filed as Exhibit 10.37 to Form 10-K filed by Company on March 30, 2006, SEC File No. 001-09338).
- 10.20 Amended and Restated Credit Agreement, dated as of February 18, 2010, among Michaels Stores, Inc., as lead borrower, the borrowers named therein, the facility guarantors named therein, Bank of America, N.A., as administrative agent and collateral agent, the lenders party thereto (collectively, the "Lenders"), Wells Fargo Retail Finance, LLC, as syndication agent, Deutsche Bank Securities Inc., JPMorgan Chase Bank, N.A. and Credit Suisse, as co-documentation agents, General Electric Capital Corporation, UBS Securities LLC and RBS Business Capital, as senior managing agents, Banc of America Securities LLC, Wells Fargo Retail Finance, LLC and Deutsche Bank Securities Inc., as joint lead arrangers, and Banc of America Securities LLC, Wells Fargo Retail Finance, LLC, Deutsche Bank Securities Inc., J.P. Morgan Securities Inc. and Credit Suisse, as joint book runners (previously filed as Exhibit 10.1 to Form 8-K filed by Company on February 19, 2010, SEC File No. 001-09338).

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10.21 Exhibits and Schedules to Amended and Restated Credit Agreement, dated as of February 18, 2010, among Michaels Stores, Inc., as lead borrower, the borrowers named therein, the facility guarantors named therein, Bank of America, N.A., as administrative agent and collateral agent, the lenders party thereto (collectively, the "Lenders"), Wells Fargo Retail Finance, LLC, as syndication agent, Deutsche Bank Securities Inc., JPMorgan Chase Bank, N.A. and Credit Suisse, as co-documentation agents, General Electric Capital Corporation, UBS Securities LLC and RBS Business Capital, as senior managing agents, Banc of America Securities LLC. Wells Fargo Retail Finance, LLC and Deutsche Bank Securities Inc., as joint lead arrangers, and Banc of America Securities LLC, Wells Fargo Retail Finance, LLC, Deutsche Bank Securities Inc., J.P. Morgan Securities Inc. and Credit Suisse, as joint book runners (previously filed as Exhibit 10.2 to Form 8-K filed by Company on May 28, 2010, SEC File No. 001-09338).

10.22 Credit Agreement, dated as of October 31, 2006, among Michaels Stores, Inc., Deutsche Bank AG New York Branch, as administrative agent, the other lenders named therein, JPMorgan Chase Bank, N.A., as syndication agent, and Bank of America, N.A. and Credit Suisse, as co-documentation agents, and Deutsche Bank Securities Inc., J.P. Morgan Securities Inc. and Banc of America Securities LLC as co-lead arrangers and joint bookrunners (previously filed as Exhibit 10.5 to Form 10-Q filed by Company on December 7, 2006, SEC File No. 001-09338).

10.23 First Amendment to Credit
Agreement, dated as of January 19,
2007, to the Credit Agreement, dated
as of October 31, 2006, among
Michaels Stores, Inc., Deutsche Bank
AG New York Branch, as
administrative agent, the other
lenders named therein, JPMorgan
Chase Bank, N.A., as syndication
agent, and Bank of America, N.A.
and Credit Suisse, as

co-documentation agents, and Deutsche Bank Securities Inc., J.P. Morgan Securities Inc. and Banc of America Securities LLC as co-lead arrangers and joint bookrunners (previously filed as Exhibit 10.1 to Form 8-K filed by Company on January 25, 2007, SEC File No. 001-09338).

10.24 Second Amendment to Credit Agreement, dated as of May 10, 2007, to the Credit Agreement, dated as of October 31, 2006, among Michaels Stores, Inc., Deutsche Bank AG New York Branch, as administrative agent, the other lenders named therein, JPMorgan Chase Bank, N.A., as syndication agent, and Bank of America, N.A. and Credit Suisse, as co-documentation agents, and Deutsche Bank Securities Inc., J.P. Morgan Securities Inc. and Banc of America Securities LLC as co-lead arrangers and joint bookrunners (previously filed as Exhibit 10.1 to Form 8-K filed by Company on May 11, 2007, SEC File No. 001-09338).

10.25 Third Amendment to Credit Agreement, dated as of August 20, 2009, to the Credit Agreement, dated as of October 31, 2006, among Michaels Stores, Inc., Deutsche Bank AG New York Branch, as administrative agent, the other lenders named therein, JPMorgan Chase Bank, N.A., as syndication agent, and Bank of America, N.A. and Credit Suisse, as co-documentation agents, and Deutsche Bank Securities Inc., J.P. Morgan Securities Inc. and Banc of America Securities LLC as co-lead arrangers and joint bookrunners (previously filed as Exhibit 10.3 to Form 10-Q filed by Company on September 4, 2009, SEC File No. 001-09338).

10.26 Fourth Amendment to Credit
Agreement, dated as of November 5,
2009, to the Credit Agreement, dated
as of October 31, 2006, among
Michaels Stores, Inc., Deutsche Bank
AG New York Branch, as
administrative agent, the other
lenders named therein, JPMorgan
Chase Bank, N.A., as syndication

agent, and Bank of America, N.A. and Credit Suisse, as co-documentation agents, and Deutsche Bank Securities Inc., J.P. Morgan Securities Inc. and Banc of America Securities LLC as co-lead arrangers and joint bookrunners (previously filed as Exhibit 10.1 to Form 8-K filed by Company on November 5, 2009 SEC File No. 001-09338).

Exhibit

No. Description

- 10.27 Master Services Agreement, dated as of January 16, 2009, by and between Michaels Stores, Inc. and Tata America International Corporation (previously filed as Exhibit 10.29 to Form 10-K filed by Company on April 2, 2009, SEC File No. 001-09338).
- 10.28 Michaels Stores, Inc. Employees 401(k) Plan, effective March 1, 2009 (previously filed as Exhibit 10.30 to Form 10-K filed by Company on April 2, 2009, SEC File No. 001-09338).
 - 12 Statement of Computation of Ratio of Earnings to Fixed Charges*
 - 21 Subsidiaries of Michaels Stores, Inc. (previously filed as Exhibit 21 to Form S-4 filed by Company on July 10, 2007, SEC File No. 333-144435).
- 23.1 Consent of Ernst & Young LLP*
- 23.2 Consent of Ropes & Gray LLP (included in the opinion filed as Exhibit 5.1)
- 23.3 Consent of Troutman Sanders LLP (included in the opinion filed as Exhibit 5.2)
- 23.4 Consent of McInnes Cooper (included in the opinion filed as Exhibit 5.3)
 - 24 Powers of Attorney (included in the signature pages of the initial filing of this Registration Statement)*
- 25.1 Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of Law Debenture Trust Company of New York with respect to the Indenture governing the 7³/₄% Senior Notes due 2018.*
- 99.1 Form of Letter of Transmittal*
- 99.2 Form of Notice of Guaranteed Delivery*

*

QuickLinks

TABLE OF ADDITIONAL REGISTRANT GUARANTORS EXPLANATORY NOTE

Item 21. Exhibits and Financial Statement Schedules
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