

Green Equity Investors V, L.P.
 Form 4
 September 14, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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)
 09/12/2018

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

(Street)
 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

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)	(1) (2) (3) (4)		
				Code V	Amount	(7) (8)	
Common Stock, par value \$0.01				(A)	20,952,262	D	
Common Stock, par value \$0.01				(A)	6,285,164 ⁽²⁾	D	
Common Stock, par value \$0.01				(A)	269,118 ^{(2) (3)}	D	
Common Stock, par value \$0.01	09/12/2018		A	(A)	\$ 0	I	See footnote.

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value \$0.01

(11)

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 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. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 18					<u>(12)</u>	10/31/2023	Common Stock	40,808
Stock Option (Right to Buy)	\$ 21.53					<u>(12)</u>	10/27/2024	Common Stock	30,396
Stock Option (Right to Buy)	\$ 17.28					<u>(12)</u>	08/03/2025	Common Stock	35,463
Stock Option (Right to Buy)	\$ 5.35					<u>(16)</u>	08/01/2026	Common Stock	92,025
Stock Option (Right to Buy)	\$ 4.1					<u>(18)</u>	09/12/2027	Common Stock	128,757

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Green Equity Investors V, L.P. 1111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		
Green Equity Investors Side V, L.P. 1111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		
TCS Co-Invest, LLC 1111 SANTA MONICA BLVD. SUITE 2000 LOS ANGELES, CA 90025	X	X		
GEI Capital V, LLC 1111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		
Green V Holdings, LLC 1111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		
Leonard Green & Partners, L.P. 1111 SANTA MONICA BLVD STE 2000 LOS ANGELES, CA 90025	X	X		
LGP MANAGEMENT INC 1111 SANTA MONICA BLVD STE 2000 LOS ANGELES,, CA 90025	X	X		
PERIDOT COINVEST MANAGER LLC 1111 SANTA MONICA BOULEVARD LOS ANGELES,, CA 90025	X	X		
LGP Associates V LLC 1111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X	X		

Signatures

Andrew C. 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).

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- (1) Represents shares of the Issuer's common stock, par value \$0.01 per share (the "Common Stock") held directly by Green Equity Investors V, L.P. ("GEI V").

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 6,285,164 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 manager of GEI V, GEI Side V and Peridot Coinvest Manager LLC ("Peridot"), and an affiliate of GEIC and Holdings. LGP Management, Inc. ("LGPM") is the general partner of LGP. Peridot is the manager of LGP Associates V LLC ("Associates V"). Associates V is the manager of TCS.
- (2) GEI Side V, as an affiliated entity of GEI V, LGP, as the manager of GEI V, GEI Side V and Peridot, LGPM, as the general partner of LGP, GEIC, as the general partner of GEI V and GEI Side V, Holdings, as a limited partner of GEI V and GEI Side V, Peridot, as the manager of Associates V, and Associates V, as the manager of TCS, 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, the GEI V Shares and TCS's Shares, in the case of GEI V, the GEI Side V Shares and TCS's Shares, and in the case of TCS, the GEI V Shares and the GEI Side V Shares) owned by GEI V, GEI Side V, or TCS.
- (3) Each of GEI Side V, TCS, GEIC, Holdings, LGP, LGPM, Peridot, and Associates V 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 of Common Stock held directly by GEI Side V.
- (5) Each of GEI V, TCS, LGP, LGPM, GEIC, Holdings, Peridot and Associates V 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) Represents shares of Common Stock held directly by TCS.
- (7) Each of GEI V, GEI Side V, LGP, LGPM, GEIC, Holdings, Peridot and Associates V 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) Represents shares of Common Stock of the Issuer underlying restricted stock units awarded to Jonathan D. Sokoloff, Timothy J. Flynn, and J. Kristofer Galashan 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 reported in footnote 10, subject to Jonathan D. Sokoloff, Timothy J. Flynn, and J. Kristofer Galashan's continued service with the Issuer.
- (9) Of the 27,474 shares of Common Stock reported, 9,159 will vest on September 12, 2019, 9,159 will vest on September 12, 2020, and 9,156 will vest on September 12, 2021.
- (10) Represents shares owned by Messrs. Sokoloff, Flynn, and Galashan, each of whom hold 9,158 shares of Common Stock.
- (11) The options reported on this row are fully vested.
- (12) 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.
- (13) 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.
- (14) 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 11,821 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.
- (15)

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(16) 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, 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 installment shall vest on the earlier of (x) the day immediately preceding the third Annual Meeting following the Grant Date and (y) August 1, 2019.

(17) 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 30,675 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.

(18) 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, 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.

(19) 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 42,919 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 following:

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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