UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q/A

(Mark One)

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

For the quarterly period ended May 4, 2013

OR

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

For the transition period from to

Commission file number 001-09338

MICHAELS STORES, INC.
(Exact name of registrant as specified in its charter)

Delaware	**75-1943604**
(State or other jurisdiction of incorporation or organization)	(I.R.S. employer identification number)

8000 Bent Branch Drive
Irving, Texas 75063
(Address of principal executive offices, including zip code)

(972) 409-1300
(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant: (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.* Yes ☐ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☒ (Do not check if a smaller reporting company)	Smaller reporting company ☐

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of May 21, 2013, 118,687,391 shares of the Registrant's Common Stock were outstanding.

*The Registrant has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934, but is not required to file such reports under such sections.

Explanatory Note

Michaels Stores, Inc. ("Company") is filing this Amendment No. 1 ("Form 10-Q/A") to its Quarterly Report on Form 10-Q for the quarter ended May 4, 2013, filed with the Securities and Exchange Commission ("SEC") on May 24, 2013 (the "Form 10-Q"), for the purpose of correcting historical share-based compensation expense caused by the Company's repurchase of shares that had not been held for at least six months following the exercise of stock options under its equity incentive plans. Since the participants held such shares for less than six months following exercise ("immature shares"), liability accounting applies to the plan.

The Company has determined its previously issued unaudited interim consolidated financial statements for the three month periods ended May 4, 2013 and April 28, 2012 contained an error with respect to ASC 718, *Compensation — Stock Compensation.* Specifically, former participants in the Company's Equity Incentive Plan and its successor Plan (The Michaels Companies, Inc. ("Parent") Equity Incentive Plan, together the "Plan") exercised stock options upon their termination from the Company, and the Company repurchased the immature shares. The Company consistently repurchased shares in this manner and therefore, under accounting rules, established a pattern of repurchasing immature shares during the third quarter of 2011. The Company determined all stock options should have been treated as liability awards in accordance with the rules of ASC 718-10-25-9. Under liability accounting, the Company re-measures the fair value of stock compensation each period and recognizes changes in fair value as awards vest and until the award is settled. The Company originally recognized expense ratably over the vesting period based on the grant date fair value of the option in accordance with the fixed method of accounting. The Company determined the accounting error was material to fiscal 2011 and fiscal 2012 financial statements and those financial statements required restatement. As a result, the Company is also restating its financial statements for the three months ended May 4, 2013 and April 28, 2012. The non-cash impact to share-based compensation cost for the three months ended May 4, 2013 and April 28, 2012, was $5 million ($3, net of tax) million and $3 million ($1, net of tax) million, respectively. As part of the restatement, the Company also recorded other adjustments related to merchandise inventories and the reserve for closed facilities which were previously determined to be immaterial to the respective periods. In total, the adjustments resulted in a decline of net income by $1 million for the three months ended May 4, 2013, and $2 million for the three months ended April 28, 2012.

In connection with the restatement of our consolidated financial statements described herein, management re-evaluated the Company's internal controls over financial reporting and disclosure controls and share repurchase procedures. It was determined a material weakness existed beginning in the third quarter of 2011 due to management's failure to identify the accounting implications under ASC 718 related to the Company's practice of repurchasing immature shares following option exercises by employees upon termination of employment, as well as its failure to follow internal controls relating to the repurchase of shares. For a discussion of management's consideration of the Company's internal control over financial reporting and the material weakness identified, see Item 4.

For convenience of the reader, this amended filing sets forth the original filing, in its entirety. The following items have been amended principally as a result of, and to reflect, the restatement:

Part I, Item 1	- Financial Statements (unaudited)
Part I, Item 2	- Management's Discussion and Analysis of Financial Condition and Results of Operations
Part I, Item 4	- Controls and Procedures

In accordance with applicable SEC rules, this Amended Filing includes new certifications as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act") from our Chief Executive Officer and Chief Financial Officer dated as of the date of filing of this Amended Filing.

The remaining items contained within this amended report consist of all other items originally contained in the Form 10-Q and are included for the convenience of the reader. The sections of the Form 10-Q which were not amended are unchanged and continue in full force and effect as originally filed. This amended report speaks as of the date of the original filing and has not been updated to reflect events occurring subsequent to the original filing other than those associated with the restatement of our financial statements.

MICHAELS STORES, INC.
FORM 10-Q

MICHAELS STORES, INC.
Part I—FINANCIAL INFORMATION

Item 1. Financial Statements.

MICHAELS STORES, INC.
CONSOLIDATED BALANCE SHEETS
(in millions, except share data)
(Unaudited)

	May 4, 2013 (Restated)	February 2, 2013 (Restated)	April 28, 2012 (Restated)
ASSETS			
Current assets:			
Cash and equivalents	$ 55	$ 56	$ 385
Merchandise inventories	843	862	880
Prepaid expenses and other	85	86	77
Deferred income taxes	37	37	42
Income tax receivable	8	3	5
Total current assets	1,028	1,044	1,389
Property and equipment, at cost	1,527	1,502	1,405
Less accumulated depreciation and amortization	(1,186)	(1,164)	(1,095)
Property and equipment, net	341	338	310
Goodwill	94	94	95
Debt issuance costs, net of accumulated amortization of $52, $54, and $78, respectively	42	46	55
Deferred income taxes	28	30	31
Other assets	2	3	4
Total non-current assets	166	173	185
Total assets	$ 1,535	$ 1,555	$ 1,884
LIABILITIES AND STOCKHOLDERS' DEFICIT			
Current liabilities:			
Accounts payable	$ 232	$ 263	$ 280
Accrued liabilities and other	300	367	388
Share based compensation liability	36	35	28
Current portion of long-term debt	198	150	127
Deferred income taxes	4	4	1
Income taxes payable	27	37	27
Total current liabilities	797	856	851
Long-term debt	2,887	2,891	3,363
Deferred income taxes	2	2	11
Share based compensation liability	28	27	22
Other long-term liabilities	79	83	85
Total long-term liabilities	2,996	3,003	3,481
Total liabilities	3,793	3,859	4,332
Commitments and contingencies			
Stockholders' deficit:			
Common Stock, $0.10 par value, 220,000,000 shares authorized; 118,417,069 shares issued and outstanding at May 4, 2013; 118,414,727 shares issued and outstanding at February 2, 2013; 118,420,253 shares issued and outstanding at April 28, 2012	12	12	12
Additional paid-in capital	38	37	40
Accumulated deficit	(2,313)	(2,359)	(2,508)
Accumulated other comprehensive income	5	6	8
Total stockholders' deficit	(2,258)	(2,304)	(2,448)
Total liabilities and stockholders' deficit	$ 1,535	$ 1,555	$ 1,884

See accompanying notes to consolidated financial statements.

MICHAELS STORES, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in millions)
(Unaudited)

	Quarter Ended	
	May 4, 2013	April 28, 2012
	(Restated)	
Net sales	$ 993	$ 978
Cost of sales and occupancy expense	584	567
Gross profit	409	411
Selling, general, and administrative expense	272	259
Share-based compensation	3	4
Related party expenses	4	3
Store pre-opening costs	2	1
Operating income	128	144
Interest expense	47	66
Refinancing costs and losses on early extinguishment of debt	7	—
Other (income) and expense, net	—	(1)
Income before income taxes	74	79
Provision for income taxes	28	28
Net income	46	51
Other comprehensive income, net of tax:		
Foreign currency translation adjustment and other	(1)	2
Comprehensive income	$ 45	$ 53

See accompanying notes to consolidated financial statements.

MICHAELS STORES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in millions)
(Unaudited)

	Quarter Ended	
	May 4, 2013	April 28, 2012
		(Restated)
Operating activities:		
Net income	$ 46	$ 51
Adjustments:		
Depreciation and amortization	25	24
Share-based compensation	4	4
Debt issuance costs amortization	2	4
Refinancing costs expensed and losses on early extinguishment of debt	7	—
Changes in assets and liabilities:		
Merchandise inventories	20	(33)
Prepaid expenses and other	1	3
Accounts payable	(14)	(15)
Accrued interest	(30)	37
Accrued liabilities and other	(41)	(37)
Income taxes	(14)	3
Other long-term liabilities	(4)	—
Net cash provided by operating activities	2	41
Investing activities:		
Additions to property and equipment	(22)	(18)
Net cash used in investing activities	(22)	(18)
Financing activities:		
Redemption of senior subordinated notes due 2016	(142)	—
Borrowings on asset-based revolving credit facility	306	—
Payments on asset-based revolving credit facility	(125)	—
Payment of capital leases	(1)	—
Change in cash overdraft	(19)	(9)
Net cash provided by (used in) financing activities	19	(9)
Net (decrease) increase in cash and equivalents	(1)	14
Cash and equivalents at beginning of period	56	371
Cash and equivalents at end of period	$ 55	$ 385
Supplemental Cash Flow Information:		
Cash paid for interest	$ 75	$ 25
Cash paid for income taxes	$ 44	$ 24

See accompanying notes to consolidated financial statements.

MICHAELS STORES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the Quarter Ended May 4, 2013
(Unaudited)

Note 1. Summary of Significant Accounting Policies

Basis of Presentation

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

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 notes 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 February 2, 2013.

The balance sheet at February 2, 2013 has been derived from the restated audited financial statements at that date, but does not include all of the information and notes required by GAAP for complete financial statements.

In the opinion of management, all adjustments (consisting of normal recurring accruals and other items) considered necessary for a fair presentation have been included.

Because of the seasonal nature of our business, the results of operations for the quarter ended May 4, 2013 are not indicative of the results to be expected for the entire year.

We report on the basis of a 52- or 53-week fiscal year, which ends on the Saturday closest to January 31. All references herein to "fiscal 2013" relate to the 52 weeks ending February 1, 2014, and all references to"fiscal 2012" relate to the 53 weeks ended February 2, 2013. In addition, all references herein to "the first quarter of fiscal 2013" relate to the 13 weeks ended May 4, 2013, and all references to "the first quarter of fiscal 2012" relate to the 13 weeks ended April 28, 2012.

Recent Accounting Pronouncements

In February 2013, the Financial Accounting Standards Board issued Accounting Standards Update ("ASU") No. 2013-02, *Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*, an amendment to Accounting Standards Codification ("ASC") 220, *Comprehensive Income.* ASU No. 2013-02 requires an entity to report the effect of significant reclassifications out of accumulated other comprehensive income on the respective line items in net income if the amount being reclassified is required under U.S. GAAP to be reclassified in its entirety to net income. For other items not reclassified in their entirety to net income in the same reporting period, an entity is required to cross-reference other disclosures required under GAAP that provide additional detail about those amounts. This standard, which is prospective, is effective for reporting periods beginning after December 15, 2012, with earlier adoption permitted. We adopted all requirements of this standard on February 3, 2013, the beginning of fiscal 2013.

Note 2. Restatement — Share-based Compensation

The Company has determined its previously issued unaudited interim consolidated financial statements for the three month periods ended May 4, 2013 and April 28, 2012, contained an error with respect to ASC 718, *Compensation — Stock Compensation.* Specifically, former participants in the Company's Equity Incentive Plan and its successor Plan (The Michaels Companies, Inc. ("Parent") Equity Incentive Plan, together the "Plan") exercised stock options upon their termination from the Company, and the Company repurchased the immature shares. The Company consistently repurchased shares in this manner and therefore, under accounting rules, established a pattern of repurchasing immature shares during the third quarter of 2011. The Company determined all stock options should have been treated as liability awards in accordance with the rules of ASC 718-10-25-9. Under liability accounting, the Company re-measures the fair value of stock compensation each period and recognizes changes in fair value as awards vest and until the award is settled. The Company originally recognized expense ratably over the vesting period based on the grant date fair value of the option in accordance with the fixed method of accounting. The Company determined the accounting error was material to fiscal 2011 and fiscal 2012 financial statements and those financial statements required restatement. As a result, the

Company is also restating its financial statements for the three months ended May 4, 2013 and April 28, 2012. The impact to share-based compensation cost for the three months ended May 4, 2013 and April 28, 2012, was $5 million ($3, net of tax) and $3 million ($1, net of tax), respectively. As part of the restatement, the Company also recorded other adjustments related to merchandise inventories and the reserve for closed facilities which were previously determined to be immaterial to the respective periods. In total, the adjustments resulted in a decline of Net income by $1 million for the three months ended May 4, 2013, and $2 million for the three months ended April 28, 2012.

The following footnotes have been restated:

- Note 6 — Income Taxes
- Note 8 — Segments and Geographic Information
- Note 10 — Condensed Consolidating Financial Information

The following tables illustrate the correction as associated with certain line items in the unaudited interim consolidated financial statements (amounts in millions):

	Consolidated Balance Sheet May 4, 2013			
	As Reported	Share-based compensation Adjustment	Other Adjustments	As Restated
Merchandise inventories	$ 842	$ 2	$ (1)	$ 843
Total current assets	1,027	2	(1)	1,028
Deferred income taxes	13	15	—	28
Total non-current assets	151	15	—	166
Share-based compensation liability	—	36	—	36
Income taxes payable	31	(4)	—	27
Total current liabilities	765	32	—	797
Share-based compensation liability	—	28	—	28
Total long-term liabilities	2,968	28	—	2,996
Additional paid-in capital	48	(10)	—	38
Accumulated deficit	(2,279)	(33)	(1)	(2,313)
Total stockholders' deficit	(2,214)	(43)	(1)	(2,258)

	Consolidated Balance Sheet April 28, 2012			
	As Reported	Share-based compensation Adjustment	Other Adjustments	As Restated
Merchandise inventories	$ 874	$ 6	$ —	$ 880
Total current assets	1,383	6	—	1,389
Deferred income taxes	18	13	—	31
Total non-current assets	172	13	—	185
Share-based compensation liability	—	28	—	28
Income taxes payable	28	(1)	—	27
Total current liabilities	824	27	—	851
Share-based compensation liability	—	22	—	22
Total long-term liabilities	3,459	22	—	3,481
Additional paid-in capital	49	(9)	—	40
Accumulated deficit	(2,487)	(21)	—	(2,508)
Total stockholders' deficit	(2,418)	(30)	—	(2,448)

	Consolidated Statements of Comprehensive Income Quarter Ended May 4, 2013			
	As Reported	Share-based compensation Adjustment	Other Adjustments	As Restated
Cost of sales and occupancy expense	$ 586	$ 1	$ (3)	$ 584
Gross Profit	407	(1)	3	409
Selling, general and administrative expense	271	1	—	272
Share-based compensation	—	3	—	3
Operating income	130	(5)	3	128
Income before income taxes	76	(5)	3	74
Provision for income taxes	29	(2)	1	28
Net income	47	(3)	2	46
Comprehensive income	46	(3)	2	45

	Consolidated Statements of Comprehensive Income Quarter Ended April 28, 2012			
	As Reported	Share-based compensation Adjustment	Other Adjustments	As Restated
Cost of sales and occupancy expense	$ 566	$ —	$ 1	$ 567
Gross Profit	412	—	(1)	411
Selling, general and administrative expense	260	(1)	—	259
Share-based compensation	—	4	—	4
Operating income	148	(3)	(1)	144
Income before income taxes	83	(3)	(1)	79
Provision for income taxes	30	(2)	—	28
Net income	53	(1)	(1)	51
Comprehensive income	55	(1)	(1)	53

	Cash Flow Data Quarter Ended May 4, 2013			
	As Reported	Share-based compensation Adjustment	Other Adjustments	As Restated
Operating Activities:				
Net income	$ 47	(3)	2	$ 46
Share-based compensation	(1)	5	—	4
Merchandise inventories	23	—	(3)	20
Accrued liabilities and other	(39)	(2)	—	(41)
Income taxes	(15)	—	1	(14)

	Cash Flow Data Quarter Ended April 28, 2012			
	As Reported	Share-based compensation Adjustment	Other Adjustments	As Restated
Operating Activities:				
Net income	$ 53	(1)	(1)	$ 51
Share-based compensation	1	3	—	4
Merchandise inventories	(34)	—	1	(33)
Income taxes	5	(2)	—	3

Note 3. Debt

Our outstanding debt is detailed in the table below. We were in compliance with the terms and conditions of all debt agreements for all periods presented.

	May 4, 2013	February 2, 2013	April 28, 2012	Interest Rate
		(in millions)		
Senior secured term loan	$ 1,640	$ 1,640	$ 1,996	Variable
Senior notes	1,007	1,007	795	7.750%
Senior subordinated notes	256	393	393	11.375%
Subordinated discount notes	—	—	306	13.000%
Asset-based revolving credit facility	182	1	—	Variable
Total debt	3,085	3,041	3,490	
Less current portion	198	150	127	
Long-term debt	$ 2,887	$ 2,891	$ 3,363	

$11^{3}/_{8}$% Senior Subordinated Notes due 2016

On January 28, 2013, we caused to be delivered to the holders of our outstanding $11^{3}/_{8}$% Senior Subordinated Notes due November 1, 2016 (the "Senior Subordinated Notes") an irrevocable notice relating to the redemption of $137 million in aggregate principal amount of the Senior Subordinated Notes. On February 27, 2013, we redeemed the $137 million of Senior Subordinated Notes at a redemption price equal to 103.792%. In accordance with ASC 470 *Debt*, we recorded a loss on early extinguishment of debt of approximately $7 million related to the partial redemption of our Senior Subordinated Notes. The $7 million loss is comprised of a $5 million redemption premium and $2 million to write off related debt issuance costs.

Restated Revolving Credit Facility

As of May 4, 2013, the borrowing base of our restated senior secured asset-based revolving credit facility ("the Restated Revolving Credit Facility") was $650 million, of which we had $182 million in borrowings, $62 million of outstanding letters of credit and the unused borrowing capacity was $406 million.

Note 4. Comprehensive Income

Accumulated other comprehensive income, net of tax, is reflected in the Consolidated Balance Sheets as follows:

	Foreign Currency Translation and Other (in millions)
Balance at February 2, 2013	$ 6
Foreign currency translation adjustment and other	(1)
Balance at May 4, 2013	$ 5

Note 5. Fair Value Measurements

As defined in ASC 820, *Fair Value Measurements and Disclosures*, 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;
- 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.

We apply fair value techniques on a non-recurring basis for the establishment of potential impairment loss related to goodwill pursuant to ASC 350, *Intangibles—Goodwill and Other* and determining the fair value of long-lived assets pursuant to ASC 360, *Property, Plant, and Equipment*. During the quarter ended May 4, 2013, there were no events or changes in circumstances indicating the carrying amounts of our goodwill or long-lived assets may not be recoverable.

The table below provides the carrying and fair values of our senior secured term loan facility ("Restated Term Loan Credit Facility"), our 7$^{3}/_{4}$% Senior Notes that mature in 2018 ("2018 Senior Notes") and our Senior Subordinated Notes, (together, with our 2018 Senior Notes, "our notes") as of May 4, 2013. The fair value of our Restated Term Loan Credit Facility was determined based on quoted market prices of similar instruments which are considered Level 2 inputs within the fair value hierarchy. The fair value of our notes was determined based on recent trades which are considered Level 1 inputs within the fair value hierarchy.

	Carrying Value	Fair Value
	(in millions)	
Senior secured term loan	$ 1,640	$ 1,661
Senior notes	1,007	1,100
Senior subordinated notes	256	269

Note 6. Income Taxes

The effective tax rate was 37.8% for the first quarter of fiscal 2013. The effective tax rate was 35.4% for the first quarter of fiscal 2012. The current year tax rate is higher than the prior year tax rate due primarily to the prior year favorable impact related to our reserve for uncertain tax positions. We currently estimate our annualized effective tax rate for fiscal 2013 to be 37.7%.

Note 7. Commitments and Contingencies

We are involved in ongoing legal and regulatory proceedings. Other than those described in the following paragraphs, there were no material changes to our disclosures of commitments and contingencies from our Annual Report on Form 10-K for the fiscal year ended February 2, 2013.

Employee Claims

Adams Claim

On March 20, 2009, 114 individuals commenced an action against the Company styled Adams, et al. v. Michaels Stores, Inc. in the U.S. District Court for the Central District of California. The complaint was later amended to add 15 additional plaintiffs. In 2010, two additional lawsuits making the same allegations were filed in the Central District Court by eight additional plaintiffs, styled Borgen, et al. v. Michaels Stores, Inc. and Langstaff v. Michaels Stores, Inc., and were later consolidated with the Adams suit. The Adams consolidated suit ("Adams") alleges that the plaintiffs, certain former and current store managers in California, were improperly classified as exempt employees and, as such, Michaels failed to pay overtime wages, provide meal and rest periods (or compensation in lieu thereof), accurately record hours worked and provide itemized employee wage statements. The Adams suit additionally alleges that the foregoing conduct was in breach of California's unfair competition law. The plaintiffs seek injunctive relief, damages for unpaid wages, penalties, restitution, interest, and attorneys' fees and costs. We have entered into settlement agreements with virtually all of the individual plaintiffs for an amount that will not have a material effect on our consolidated financial statements.

Ragano Claim

On July 11, 2011, the Company was served with a lawsuit filed in the California Superior Court in and for the County of San Mateo by Anita Ragano, as a purported class action proceeding on behalf of herself and all current and former hourly retail employees employed by Michaels stores in California. We removed the matter to the U.S. District Court for the Northern District of California on August 9, 2011. The complaint was subsequently amended to add an additional named plaintiff, Terri McDonald. The lawsuit alleges that Michaels stores failed to pay all wages and overtime, failed to provide its hourly employees with adequate meal and rest breaks (or compensation in lieu thereof), failed to timely pay final wages, unlawfully withheld wages and failed to provide accurate wage statements and further alleges that the foregoing conduct was in breach of various laws, including California's unfair competition law. The plaintiffs sought injunctive relief, compensatory damages, meal and rest break penalties, waiting time penalties, interest, and attorneys' fees and costs. On August 10, 2012, we reached a class-wide settlement with plaintiffs and the Court granted final approval on April 22, 2013. The settlement will not have a material effect on our consolidated financial statements.

Consumer Class Action Claims

California Zip Code Claims

On August 15, 2008, Linda Carson, a consumer, filed a purported class action proceeding against Michaels Stores, Inc. in the Superior Court of California, County of San Diego ("San Diego Superior Court"), on behalf of herself and all similarly-situated California consumers. The Carson lawsuit alleges that Michaels unlawfully requested and recorded personally identifiable information (i.e., her zip code) as part of a credit card transaction. The plaintiff sought statutory penalties, costs, interest, and attorneys' fees. We contested certification of this claim as a class action and filed a motion to dismiss the claim. On March 9, 2009, the Court dismissed the case with prejudice. The plaintiff appealed this decision to the California Court of Appeals for the Fourth District, San Diego. On July 22, 2010, the Court of Appeals upheld the dismissal of the case. The plaintiff appealed this decision to the Supreme Court of California ("California Supreme Court"). On September 29, 2010, the California Supreme Court granted the plaintiff's petition for review; however, it stayed any further proceedings in the case until another similar zip code case pending before the court, Pineda v. Williams-Sonoma, was decided. On February 10, 2011, the California Supreme Court ruled, in the Williams-Sonoma case, that zip codes are personally identifiable information and therefore the Song-Beverly Credit Card Act of 1971, as amended ("Song Act"), prohibits businesses from requesting or requiring zip codes in connection with a credit card transaction. On or about April 6, 2011, the Supreme Court transferred the Carson case back to the Court of Appeals with directions to the Court to reconsider its decision in light of the Pineda decision. Upon reconsideration, the Court of Appeals remanded the case back to the San Diego Superior Court on May 31, 2011.

Additionally, since the California Supreme Court decision on February 10, 2011, three additional purported class action lawsuits alleging violations of the Song Act have been filed against the Company: Carolyn Austin v. Michaels Stores, Inc. and Tiffany Heon v. Michaels Stores, Inc., both in the San Diego Superior Court and Sandra A. Rubinstein v. Michaels Stores, Inc. in the Superior Court of California, County of Los Angeles, Central Division. The Rubinstein case was transferred to the San Diego Superior Court. An order coordinating the cases has been entered and plaintiffs filed a Consolidated Complaint on April 24, 2012. Plaintiffs seek damages, civil penalties, common settlement fund recovery, attorney fees, costs of suit and prejudgment interest. The parties mediated the matter in March and a tentative settlement has been reached for an amount that will not have a material effect on our consolidated financial statements.

Massachusetts Zip Code Claims

Relying in part on the California Supreme Court decision, an additional purported class action lawsuit was filed on May 20, 2011 against the Company: Melissa Tyler v. Michaels Stores, Inc. in the U.S. District Court-District of Massachusetts, alleging violation of a Massachusetts statute regarding the collection of personally identification information in connection with a credit card transaction. On March 11, 2013, the Massachusetts Supreme Judicial Court ruled on certified questions on the interpretation of the statute and remanded the case to the U.S. District Court for further proceedings. Following the Judicial Court's decision, an additional purported class action lawsuit asserting the same allegations in Tyler was filed in the U.S. District Court-District of Massachusetts by Susan D'Esposito, and the two cases have been consolidated. We believe we have meritorious defenses to the claims and we are unable, at this time, to estimate a range of loss, if any.

Pricing and Promotion

On April 30, 2012, William J. Henry, a consumer, filed a purported class action proceeding against Michaels Stores, Inc. in the Court of Common Pleas, Lake County, Ohio, on behalf of himself and all similarly-situated Ohio consumers who purchased framing products and/or services from Michaels during weeks where Michaels was advertising a discount for framing products and/or services. The lawsuit alleges that Michaels advertised discounts on its framing products and/or services without actually providing a discount to its customers. The plaintiff is claiming violation of Ohio law ORC 1345.01 et seq., unjust enrichment and fraud. The plaintiff has alleged damages, penalties and fees not to exceed $5 million, exclusive of interest and costs. We believe we have meritorious defenses and intend to defend the lawsuit vigorously. We do not believe the resolution of this lawsuit will have a material effect on our consolidated financial statements.

Data Breach Claims

Payment Card Terminal Tampering

On May 3, 2011, we were advised by the U.S. Secret Service that they were investigating certain fraudulent debit card transactions that occurred on accounts that had been used for legitimate purchases in selected Michaels stores. A subsequent internal investigation revealed that approximately 90 payment card terminals in certain Michaels stores had been physically tampered with, potentially resulting in customer debit and credit card information to be compromised. We have since removed and replaced approximately 7,100 payment card terminals comparable to the identified tampered payment card terminals from our Michaels stores.

On May 18, 2011, Brandi F. Ramundo, a consumer, filed a purported class action proceeding against Michaels Stores, Inc. in the U.S. District Court for the Northern District of Illinois, on behalf of herself and all similarly- situated U.S. consumers alleging that Michaels failed to take commercially reasonable steps to protect consumer financial data, and was in breach of contract and laws, including the Federal Stored Communications Act and the Illinois Consumer Fraud and Deceptive Practices Act. A number of additional purported class action lawsuits significantly mirroring the claims in the Ramundo complaint were filed against the Company, and subsequently these cases and the Ramundo case were consolidated and transferred to the Northern District of Illinois.

On August 20, 2012, we reached a tentative class-wide settlement with plaintiffs for an amount that will not have a material effect on our consolidated financial statements and the Court granted final approval on April 17, 2013.

General

In addition to the litigation discussed above, we are, and in the future, may be 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.

ASC 450, *Contingencies*, governs the disclosure and recognition of loss contingencies, including potential losses from litigation and regulatory matters. It imposes different requirements for the recognition and disclosure of loss contingencies based on the likelihood of occurrence of the contingent future event or events. It distinguishes among degrees of likelihood using the following three terms: “probable”, meaning that “the future event or events are likely to occur”; “remote”, meaning that “the chance of the future event or events occurring is slight”; and “reasonably possible”, meaning that “the chance of the future event or events occurring is more than remote but less than likely”. In accordance with ASC 450, the Company accrues for a loss contingency when we conclude that the likelihood of a loss is probable and the amount of the loss can be reasonably estimated. When the loss cannot be reasonably estimated we estimate the range of amounts, and if no amount in the range constitutes a better estimate than any other amount, we accrue for the amount at the low end of the range. We adjust our accruals from time to time as we receive additional information, but the loss we incur may be significantly greater than or less than the amount we have accrued. We disclose loss contingencies if there is at least a reasonable possibility that a material loss has been incurred. No accrual or disclosure is required for losses that are remote.

For some of the matters disclosed above, as well as other matters previously disclosed in the Company’s filings with the Securities and Exchange Commission (“SEC”), the Company is currently able to estimate a reasonably possible loss or range of loss in excess of amounts accrued (if any). For some of the matters included within this estimation, an accrual has been made because a loss is believed to be both probable and reasonably estimable, but an exposure to loss exists in excess of the amount accrued; in these cases, the estimate reflects the reasonably possible range of loss in excess of the accrued amount. For other matters included within this estimation, no accrual has been made because a loss, although estimable, is believed to be reasonably possible, but not probable; in these cases the estimate reflects the reasonably possible loss or range of loss within the ranges identified. For the various ranges identified, the aggregate of these estimated amounts is approximately $14 million, which is also inclusive of amounts accrued by the Company.

For other matters disclosed above or as previously disclosed in the Company’s filings with the SEC, the Company is not currently able to estimate the reasonably possible loss or range of loss, and has indicated such. Many of these matters remain in preliminary stages (even in some cases where a substantial period of time has passed since the commencement of the matter), with few or no substantive legal decisions by the court defining the scope of the claims, the class (if any), or the potentially available damages, and fact discovery is still in progress or has not yet begun. For all these reasons, the Company cannot at this time estimate the reasonably possible loss or range of loss, if any, for these matters.

It is the opinion of the Company’s management, based on current knowledge and after taking into account its current legal accruals, the eventual outcome of all matters described in this Note would not be likely to have a material impact on the consolidated financial condition of the Company. Nonetheless, given the substantial or indeterminate amounts sought in certain of these matters, and the inherent unpredictability of such matters, an adverse outcome in certain of these matters could, from time to time, have a material effect on the Company’s consolidated results of operations or cash flows in particular quarterly or annual periods.

Note 8. Segments and Geographic Information

We consider our Michaels — U.S., Michaels — Canada, Aaron Brothers and online scrapbooking business operations to be our operating segments for purposes of determining reportable segments based on the criteria of ASC 280, *Segment Reporting.* We determined that our Michaels — U.S., Michaels — Canada, and Aaron Brothers operating segments have similar economic characteristics and meet the aggregation criteria set forth in ASC 280. Therefore, we combine those operating segments into one reporting segment. As of May 4, 2013, the online scrapbooking business operating segment was immaterial to the financial statements as a whole. Accordingly, we will report in two reportable segments if Net sales, Operating income or loss, or Total assets of the online scrapbooking operating segment exceeds 10% of the consolidated amounts.

Our sales and assets by country are as follows:

	Quarter Ended May 4, 2013	Quarter Ended April 28, 2012
	(in millions)	
Net Sales:		
United States	$ 899	$ 891
Canada	94	87
Consolidated Total	$ 993	$ 978

	May 4, 2013 (Restated)	February 2, 2013 (Restated)	April 28, 2012 (Restated)
		(in millions)	
Total Assets:			
United States	$ 1,443	$ 1,446	$ 1,769
Canada	92	109	115
Consolidated Total	$ 1,535	$ 1,555	$ 1,884

Our chief operating decision makers evaluate historical operating performance, plan and forecast future periods' operating performance based on earnings before interest, income taxes, depreciation, amortization, and refinancing costs and losses on early extinguishment of debt ("EBITDA (excluding refinancing costs and losses on early extinguishment of debt)"). We believe EBITDA (excluding refinancing costs and losses on early extinguishment of debt) represents the financial measure that more closely reflects the operating effectiveness of factors over which management has control. As such, an element of base incentive compensation targets for certain management personnel are based on EBITDA (excluding refinancing costs and losses on early extinguishment of debt). A reconciliation of EBITDA (excluding refinancing costs and losses on early extinguishment of debt) to Net income is presented below.

	Quarter Ended May 4, 2013	Quarter Ended April 28, 2012
	Restated (in millions)	
Net income	$ 46	$ 51
Interest expense	47	66
Refinancing costs and losses on early extinguishments of debt	7	—
Provision for income taxes	28	28
Depreciation and amortization	25	24
EBITDA (excluding refinancing costs and losses on early extinguishments of debt)	$ 153	$ 169

Note 9. Related Party Transactions

We pay annual management fees to Bain Capital Partners, LLC ("Bain Capital") and The Blackstone Group L.P. ("The Blackstone Group" and, together with Bain Capital, the "Sponsors") and Highfields Capital Management LP in the amount of $12 million and $1 million, respectively. We recognized $4 million and $3 million of expense related to annual management fees during the first quarter of fiscal 2013 and fiscal 2012, respectively. These expenses are included in related party expenses on the Consolidated Statements of Comprehensive Income.

Bain Capital owns a majority equity position in LogicSource, an external vendor we utilize for print procurement services. Payments associated with this vendor during each of the first quarters of fiscal 2013 and fiscal 2012 were $1 million and $2 million, respectively. These expenses are included in Selling, general and administrative expense on the Consolidated Statements of Comprehensive Income.

The Blackstone Group owns a majority equity position in Brixmor Properties Group, a vendor we utilize to lease certain properties. Payments associated with this vendor during each of the first quarters of fiscal 2013 and fiscal 2012 were $1 million. These expenses are included in Cost of sales and occupancy expense in the Consolidated Statements of Comprehensive Income.

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 first quarters of fiscal 2013 and fiscal 2012 were $1 million and $2 million, respectively. These expenses are included in Selling, general and administrative expense on 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 the first quarter of fiscal 2013 and fiscal 2012 were $6 million and $5 million, respectively. These expenses are recognized in cost of sales as the sales are recorded.

Our current directors (other than Jill A. Greenthal) 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 affiliates of Bain Capital and The Blackstone Group. As of May 4, 2013, affiliates of The Blackstone Group held $34 million of our senior secured term loan.

Note 10. Condensed Consolidating Financial Information

All obligations of Michaels Stores, Inc. under our notes, the Restated Revolving Credit Facility and the Rested Term Loan Credit Facility are guaranteed by each of our subsidiaries other than Aaron Brothers Card Services, LLC, Artistree of Canada, ULC and Michaels Stores of Puerto Rico, LLC. As of May 4, 2013, the financial statements of Aaron Brothers Card Services, LLC, Artistree of Canada, ULC and Michaels Stores of Puerto Rico, LLC were immaterial. Each subsidiary guarantor is 100% owned by the parent and all guarantees are joint and several and full and unconditional.

The following condensed consolidating financial information represents the financial information of Michaels Stores, Inc. and its wholly-owned subsidiary guarantors, prepared on the equity basis of accounting. The information is presented in accordance with the requirements of Rule 3-10 under the SEC's Regulation S-X. The financial information may not necessarily be indicative of results of operations, cash flows, or financial position had the subsidiary guarantors operated as independent entities.

Supplemental Condensed Consolidating Balance Sheet

	May 4, 2013			
	Parent Company (Restated)	Guarantor Subsidiaries (Restated)	Eliminations (Restated)	Consolidated (Restated)
	(in millions)			
ASSETS				
Current assets:				
Cash and equivalents	$ 32	$ 23	$ —	$ 55
Merchandise inventories	588	255	—	843
Intercompany receivables	—	442	(442)	—
Other	108	22	—	130
Total current assets	728	742	(442)	1,028
Property and equipment, net	272	69	—	341
Goodwill	94	—	—	94
Investment in subsidiaries	430	—	(430)	—
Other assets	69	3	—	72
Total assets	$ 1,593	$ 814	$ (872)	$ 1,535
LIABILITIES AND STOCKHOLDERS' DEFICIT				
Current liabilities:				
Accounts payable	$ 4	$ 228	$ —	$ 232
Accrued liabilities and other	177	123	—	300
Share-based compensation	23	13	—	36
Current portion of long-term debt	198	—	—	198
Intercompany payable	442	—	(442)	—
Other	31	—	—	31
Total current liabilities	875	364	(442)	797
Long-term debt	2,887	—	—	2,887
Share-based compensation	19	9	—	28
Other long-term liabilities	70	11	—	81
Total stockholders' deficit	(2,258)	430	(430)	(2,258)
Total liabilities and stockholders' deficit	$ 1,593	$ 814	$ (872)	$ 1,535

Supplemental Condensed Consolidating Balance Sheet

	February 2, 2013			
	Parent Company	Guarantor Subsidiaries	Eliminations	Consolidated
	(Restated) (In millions)			
ASSETS				
Current assets:				
Cash and equivalents	$ 37	$ 19	$ —	$ 56
Merchandise inventories	591	271	—	862
Intercompany receivables	—	329	(329)	—
Other	105	21	—	126
Total current assets	733	640	(329)	1,044
Property and equipment, net	271	67	—	338
Goodwill, net	94	—	—	94
Investment in subsidiaries	284	—	(284)	—
Other assets	76	3	—	79
Total assets	$ 1,458	$ 710	$ (613)	$ 1,555
LIABILITIES AND STOCKHOLDERS' DEFICIT				
Current liabilities:				
Accounts payable	5	258	—	263
Accrued liabilities and other	235	132	—	367
Share-based Compensation	22	13		35
Current portion of long-term debt	150	—	—	150
Intercompany payable	329	—	(329)	—
Other	36	5	—	41
Total current liabilities	777	408	(329)	856
Long-term debt	2,891	—	—	2,891
Other long-term liabilities	73	12	—	85
Shared based Compensation	21	6		27
Total stockholders' deficit	(2,304)	284	(284)	(2,304)
Total liabilities and stockholders' deficit	$ 1,458	$ 710	$ (613)	$ 1,555

Supplemental Condensed Consolidating Balance Sheet

	April 28, 2012			
	Parent Company (Restated)	Guarantor Subsidiaries (Restated)	Eliminations (Restated)	Consolidated (Restated)
	(in millions)			
ASSETS				
Current assets:				
Cash and equivalents	$ 372	$ 13	$ —	$ 385
Merchandise inventories	577	303	—	880
Intercompany receivables	—	570	(570)	—
Other	104	20	—	124
Total current assets	1,053	906	(570)	1,389
Property and equipment, net	250	60	—	310
Goodwill	95	—	—	95
Investment in subsidiaries	552	—	(552)	—
Other assets	87	3	—	90
Total assets	$ 2,037	$ 969	$ (1,122)	$ 1,884
LIABILITIES AND STOCKHOLDERS' DEFICIT				
Current liabilities:				
Accounts payable	$ 10	$ 270	$ —	$ 280
Accrued liabilities and other	269	119	—	388
Share based compensation liability	18	10	—	28
Current portion of long-term debt	127	—	—	127
Intercompany payable	570	—	(570)	—
Other	28	—	—	28
Total current liabilities	1,022	399	(570)	851
Long-term debt	3,363	—	—	3,363
Share based compensation liability	15	7	—	22
Other long-term liabilities	85	11	—	96
Total stockholders' deficit	(2,448)	552	(552)	(2,448)
Total liabilities and stockholders' deficit	$ 2,037	$ 969	$ (1,122)	$ 1,884

Supplemental Condensed Consolidating Statement of Comprehensive Income

	Quarter Ended May 4, 2013			
	Parent Company (Restated)	Guarantor Subsidiaries (Restated)	Eliminations (Restated)	Consolidated (Restated)
	(in millions)			
Net sales	$ 869	$ 547	$ (423)	$ 993
Cost of sales and occupancy expense	555	452	(423)	584
Gross profit	314	95	—	409
Selling, general, and administrative expense	234	38	—	272
Share-based compensation	2	1	—	3
Related party expenses	4	—	—	4
Store pre-opening costs	2	—	—	2
Operating income	72	56	—	128
Interest expense	47	—	—	47
Refinancing costs and losses on early extinguishment of debt	7	—	—	7
Intercompany charges (income)	13	(13)	—	—
Equity in earnings of subsidiaries	69	—	(69)	—
Income before income taxes	74	69	(69)	74
Provision for income taxes	28	26	(26)	28
Net income	46	43	(43)	46
Other comprehensive income, net of tax:				
Foreign currency translation adjustment and other	(1)	—	—	(1)
Comprehensive income	$ 45	$ 43	$ (43)	$ 45

Supplemental Condensed Consolidating Statement of Comprehensive Income

	Quarter Ended April 28, 2012			
	Parent Company (Restated)	Guarantor Subsidiaries (Restated)	Eliminations (Restated)	Consolidated (Restated)
	(in millions)			
Net sales	$ 861	$ 549	$ (432)	$ 978
Cost of sales and occupancy expense	537	462	(432)	567
Gross profit	324	87	—	411
Selling, general, and administrative expense	224	35	—	259
Share-based compensation	4	—	—	4
Related party expenses	3	—	—	3
Store pre-opening costs	1	—	—	1
Operating income	92	52	—	144
Interest expense	66	—	—	66
Other (income) and expense, net	(1)	—	—	(1)
Intercompany charges (income)	17	(17)	—	—
Equity in earnings of subsidiaries	69	—	(69)	—
Income before income taxes	79	69	(69)	79
Provision for income taxes	28	25	(25)	28
Net income	51	44	(44)	51
Other comprehensive income, net of tax:				
Foreign currency translation adjustment and other	2	—	—	2
Comprehensive income	$ 53	$ 44	$ (44)	$ 53

Supplemental Condensed Consolidating Statement of Cash Flows

	Quarter Ended May 4, 2013			
	Parent Company	Guarantor Subsidiaries	Eliminations	Consolidated
	(in millions)			
Operating activities:				
Net cash provided by operating activities	$ (8)	$ 34	$ (24)	$ 2
Investing activities:				
Cash paid for property and equipment	(16)	(6)	—	(22)
Net cash used in investing activities	(16)	(6)	—	(22)
Financing activities:				
Net repayments of short-term debt	39	—	—	39
Intercompany dividends	—	(24)	24	—
Other financing activities	(20)	—	—	(20)
Net cash used in financing activities	19	(24)	24	19
Decrease in cash and equivalents	(5)	4	—	(1)
Beginning cash and equivalents	37	19	—	56
Ending cash and equivalents	$ 32	$ 23	$ —	$ 55

Supplemental Condensed Consolidating Statement of Cash Flows

	Quarter Ended April 28, 2012			
	Parent Company	Guarantor Subsidiaries	Eliminations	Consolidated
	(in millions)			
Operating activities:				
Net cash provided by operating activities	$ 33	$ 25	$ (17)	$ 41
Investing activities:				
Cash paid for property and equipment	(15)	(3)	—	(18)
Net cash used in investing activities	(15)	(3)	—	(18)
Financing activities:				
Intercompany dividends	—	(17)	17	—
Other financing activities	(9)	—	—	(9)
Net cash used in financing activities	(9)	(17)	17	(9)
Increase in cash and equivalents	9	5	—	14
Beginning cash and equivalents	363	8	—	371
Ending cash and equivalents	$ 372	$ 13	$ —	$ 385

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

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

Disclosure Regarding Forward-Looking Information

The following discussion should be read in conjunction with our consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q. The following 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," 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 consolidated financial statements and related notes in our Annual Report on Form 10-K for the fiscal year ended February 2, 2013. 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:

- risks related to general economic conditions; if recovery from the economic downturn continues to be slow or prolonged, it could continue to adversely affect consumer confidence and retail spending, decrease demand for our merchandise and adversely impact our results of operations, cash flows and financial condition;
- risks related to our substantial indebtedness, as our leverage 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 variable rate debt and prevent us from meeting our obligations under our notes and credit facilities;
- 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;
- our reliance on foreign suppliers increases our risk of obtaining adequate, timely, and cost-effective product supplies;
- damage to the reputation of the Michaels brand or our private and exclusive brands could adversely affect our sales;
- significant increases in inflation or commodity prices such as petroleum, natural gas, electricity, steel and paper may adversely affect our costs, including cost of merchandise;
- our suppliers may fail us;
- risks associated with the vendors from whom our products are sourced could materially adversely affect our revenue and gross profit;
- 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;
- unexpected or unfavorable consumer responses to our promotional or merchandising programs could materially adversely affect our sales, results of operations, cash flow and financial condition;
- improvements to our supply chain may not be fully successful;
- changes in customer demand could materially adversely affect our sales, results of operations, and cash flow;
- how well we manage our business;
- competition could negatively impact our business;
- failure to adequately maintain security and prevent unauthorized access to electronic and other confidential information and data breaches could materially adversely affect our financial condition and operating results;

- our information systems may prove inadequate;
- risks related to our disclosed material weakness in our internal control over financial reporting related to our accounting for share-based compensation expense that could affect our ability to report our financial condition, results of operations or cash flows accurately and on a timely basis;
- failure to attract or retain senior management could adversely affect our operations;
- a weak fourth quarter would materially adversely affect our results of operations;
- changes in newspaper subscription rates may result in reduced exposure to our circular advertisements;
- our material weakness in internal control over financial reporting related to our accounting for share-based compensation expense;
- changes in regulations or enforcement may adversely impact our business;
- 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;
- 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;
- 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; and
- the interests of our Sponsors may conflict with the interests of our debt holders.

For more details on factors that may cause actual results to differ materially from such forward-looking statements, please see Item 1A. Risk Factors of our Annual Report on Form 10-K for the fiscal year ended February 2, 2013, and other reports from time to time filed with or furnished to the Securities and Exchange Commission (“SEC”). We disclaim any intention to, and undertake no obligation to, update or revise any forward-looking statement.

General

We report on the basis of a 52- or 53-week fiscal year, which ends on the Saturday closest to January 31. All references herein to “fiscal 2013” relate to the 52 weeks ending February 1, 2014 and all references to “fiscal 2012” relate to the 53 weeks ended February 2, 2013. In addition, all references herein to “the first quarter of fiscal 2013” relate to the 13 weeks ended May 4, 2013 and all references to “the first quarter of fiscal 2012” relate to the 13 weeks ended April 28, 2012.

The following table sets forth certain of our unaudited operating data:

	Quarter Ended	
	May 4, 2013	April 28, 2012
Michaels stores:		
Retail stores open at beginning of period	1,099	1,064
Retail stores opened during the period	15	2
Retail stores opened (relocations) during the period	4	6
Retail stores closed during the period	(1)	—
Retail stores closed (relocations) during the period	(4)	(6)
Retail stores open at end of period	1,113	1,066
Aaron Brothers stores:		
Retail stores open at beginning of period	125	134
Retail stores opened (relocations) during the period	1	—
Retail stores closed during the period	(3)	(4)
Retail stores closed (relocations) during the period	(1)	—
Retail stores open at end of period	122	130
Total store count at end of period	1,235	1,196
Other operating data:		
Average inventory per Michaels store (in thousands) (1)	$ 723	$ 786
Comparable store sales (decrease) increase (2)	(0.7)%	1.5%

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

(2) Comparable store sales (decrease) increase represents the (decrease) increase in Net sales for Michaels and Aaron Brothers stores open the same number of months in the indicated period and the comparable period of the previous year, including stores that were relocated or expanded during either period. 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 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.

Restatement - Share-based Compensation

The Company has determined its previously issued unaudited interim consolidated financial statements for the three month periods ended May 4, 2013 and April 28, 2012, contained an error with respect to ASC 718, *Compensation — Stock Compensation.* Specifically, former participants in the Company's Equity Incentive Plan and its successor Plan (The Michaels Companies, Inc. ("Parent") Equity Incentive Plan, together the "Plan") exercised stock options upon their termination from the Company, and the Company repurchased the immature shares. The Company consistently repurchased shares in this manner and therefore, under accounting rules, established a pattern of repurchasing immature shares during the third quarter of 2011. The Company determined all stock options should have been treated as liability awards in accordance with the rules of ASC 718-10-25-9. Under liability accounting, the Company re-measures the fair value of stock compensation each period and recognizes changes in fair value as awards vest and until the award is settled. The Company originally recognized expense ratably over the vesting period based on the grant date fair value of the option in accordance with the fixed method of accounting. The Company determined the accounting error was material to fiscal 2011 and fiscal 2012 financial statements and those financial statements required restatement. As a result, the Company is also restating its financial statements for the three months ended May 4, 2013 and April 28, 2012. The non-cash impact to share-based compensation cost for the three months ended May 4, 2013 and April 28, 2012, was $5 million ($3, net of tax) and $3 million ($1, net of tax), respectively. As part of the restatement, the Company also recorded other adjustments related to merchandise inventories and the reserve for closed facilities which were previously determined to be immaterial to the respective periods. In total, the adjustments resulted in a decline of Net income by $1 million for the three months ended May 4, 2013, and $2 million for the three months ended April 28, 2012. The following tables illustrate the correction as it is associated with certain line items in the financial statements (amounts in millions):

	Consolidated Balance Sheet May 4, 2013			
	As Reported	Share-based compensation Adjustment	Other Adjustments	As Restated
Merchandise inventories	$ 842	$ 2	$ (1)	$ 843
Total current assets	1,027	2	(1)	1,028
Deferred income taxes	13	15	—	28
Total non-current assets	151	15	—	166
Share-based compensation liability	—	36	—	36
Income taxes payable	31	(4)	—	27
Total current liabilities	765	32	—	797
Share-based compensation liability	—	28	—	28
Total long-term liabilities	2,968	28	—	2,996
Additional paid-in capital	48	(10)	—	38
Accumulated deficit	(2,279)	(33)	(1)	(2,313)
Total stockholders' deficit	(2,214)	(35)	(1)	(2,258)

	Consolidated Balance Sheet April 28, 2012			
	As Reported	Share-based compensation Adjustment	Other Adjustments	As Restated
Merchandise inventories	$ 874	$ 6	$ —	$ 880
Total current assets	1,383	6	—	1,389
Deferred income taxes	18	13	—	31
Total non-current assets	172	13	—	185
Share-based compensation liability	—	28	—	28
Income taxes payable	28	(1)	—	27
Total current liabilities	824	27	—	851
Share-based compensation liability	—	22	—	22
Total long-term liabilities	3,459	22	—	3,481
Additional paid-in capital	49	(9)	—	40
Accumulated deficit	(2,487)	(21)	—	(2,508)
Total stockholders' deficit	(2,418)	(30)	—	(2,448)

	Consolidated Statements of Comprehensive Income Quarter Ended May 4, 2013			
	As Reported	Share-based compensation Adjustment	Other Adjustments	As Restated
Cost of sales and occupancy expense	$ 586	$ 1	$ (3)	$ 584
Gross Profit	407	(1)	3	409
Selling, general and administrative expense	271	1	—	272
Share-based compensation	—	3	—	3
Operating income	130	(5)	3	128
Income before income taxes	76	(5)	3	74
Provision for income taxes	29	(2)	1	28
Net income	47	(3)	2	46
Comprehensive income	46	(3)	2	45

	Consolidated Statements of Comprehensive Income Quarter Ended April 28, 2012			
	As Reported	Share-based compensation Adjustment	Other Adjustments	As Restated
Cost of sales and occupancy expense	$ 566	$ —	$ 1	$ 567
Gross Profit	412	—	(1)	411
Selling, general and administrative expense	260	(1)	—	259
Share-based compensation	—	4	—	4
Operating income	148	(3)	(1)	144
Income before income taxes	83	(3)	(1)	79
Provision for income taxes	30	(2)	—	28
Net income	53	(1)	(1)	51
Comprehensive income	55	(1)	(1)	53

	Cash Flow Data Quarter Ended May 4, 2013			
	As Reported	Share-based compensation Adjustment	Other Adjustments	As Restated
Operating Activities:				
Net income	$ 47	(3)	2	$ 46
Share-based compensation	(1)	5	—	4
Merchandise inventories	23	—	(3)	20
Accrued liabilities and other	(39)	(2)	—	(41)
Income taxes	(15)	—	1	(14)

	Cash Flow Data Quarter Ended April 28, 2012			
	As Reported	Share-based compensation Adjustment	Other Adjustments	As Restated
Operating Activities:				
Net income	$ 53	(1)	(1)	$ 51
Share-based compensation	1	3	—	4
Merchandise inventories	(34)	—	1	(33)
Income taxes	5	(2)	—	3

Results of Operations

The following table sets forth the percentage relationship to Net sales of each line item of our unaudited 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, contained herein.

	Quarter Ended	
	May 4, 2013	April 28, 2012
	As Restated (1)	
Net sales	100.0%	100.0%
Cost of sales and occupancy expense	58.8	58.0
Gross profit	41.2	42.0
Selling, general, and administrative expense	27.4	26.5
Share-based compensation	0.3	0.4
Related party expenses	0.4	0.3
Store pre-opening costs	0.2	0.1
Operating income	12.9	14.7
Interest expense	4.7	6.7
Refinancing costs and losses on early extinguishment of debt	0.7	—
Other (income) and expense, net	—	(0.1)
Income before income taxes	7.5	8.1
Provision for income taxes	2.9	2.9
Net income	4.6%	5.2%

Quarter Ended May 4, 2013 Compared to the Quarter Ended April 28, 2012

Net Sales—Net sales increased for the first quarter of fiscal 2013 by $15 million, or 1.5%, over the first quarter of fiscal 2012 due primarily to $21 million of incremental revenue from our non-comparable store sales, partially offset by a $6 million decrease in comparable store sales. Comparable store sales decreased 0.7% driven by a 3% decrease in customer transactions, partially offset by a 1.7% increase in the average ticket and a positive impact of 0.6% from deferred custom framing revenue. The fluctuation in the exchange rates between the United States and Canadian dollars adversely impacted the average ticket by 20 basis points. Our strongest categories were custom framing and yarn. The increase in custom framing was primarily because promotional events occurred earlier in the first quarter of fiscal 2013 compared to the first quarter of fiscal 2012 as well as production efficiencies. Our yarn growth is primarily driven by positive customer response to trend products.

Cost of Sales and Occupancy Expense—Cost of sales and occupancy expense increased $17 million to $584 million in the first quarter of fiscal 2013 from $567 million in the first quarter of fiscal 2012. Cost of sales increased due primarily to an $8 million increase in merchandise costs and a $4 million increase in inventory markdown expense mainly due to an increase in discontinued stock keeping units associated with planned merchandise resets. This is partially offset by a $6 million decrease in our freight and distribution expenses and improved efficiencies and new product offerings in our vertically integrated framing operations. In addition, there was $3 million in favorability from the timing of recognition of capitalized inventory costs. Lastly, we had an $11 million increase in rent and related expenses, including $5 million from opening new stores and a $3 million increase from the timing of maintenance costs.

Cost of sales and occupancy expense increased 80 basis points as a percentage of Net sales to 58.8% for the first quarter of fiscal 2013 from 58.0% for the first quarter of fiscal 2012. Occupancy costs increased 90 basis points due to the timing of maintenance costs as well as lease expenses on new stores. In addition, we had a 30 basis point improvement in efficiencies and new product offerings in our vertically integrated framing operations and a 30 basis point lift from lower distribution and freight costs; these were partially offset by an increase in cost of sales of 30 basis points for inventory reserves.

Selling, General and Administrative Expense—Selling, general and administrative expense was $272 million in the first quarter of fiscal 2013 compared to $259 million in the first quarter of fiscal 2012. Selling, general and administrative expense increased $7 million due to incremental store costs related to operating 51 new Michaels stores at the end of the first quarter of fiscal 2013 compared to the end of the first quarter of fiscal 2013, including $5 million in labor and payroll-related expenses. Additionally, Selling, general and administrative expenses increased by $2 million for executive signing costs, $2 million for higher strategic initiative consulting fees, $2 million for increased advertising and $2 million for payroll and payroll-related costs. These amounts were partially offset by $2 million in savings for bonus expense. As a percentage of Net sales, Selling, general and administrative expense increased 90 basis points due to a 70 basis point increase in new store costs and 30 basis points of payroll and payroll-related expenses. These amounts were partially offset by a 20 basis point decrease in bonus expense.

Share-Based Compensation—Share-based compensation expense decreased to $3 million in the first quarter of fiscal 2013 from $4 million in the first quarter of fiscal 2012.

Related Party Expenses—Related party expenses were $4 million and $3 million in the first quarter of fiscal 2013 and fiscal 2012, respectively, consisting of management fees and associated expenses paid to affiliates of two investment firms: Bain Capital Partners, LLC and The Blackstone Group, L.P. (collectively, together with their applicable affiliates, the "Sponsors") and Highfields Capital Management, LP.

Interest Expense—Interest expense decreased $19 million to $47 million in the first quarter of fiscal 2013 from $66 million in the first quarter of fiscal 2012. The decrease is attributable to a $405 million reduction in our total debt outstanding and by a lower average interest rate associated with our amended senior secured term loan facility.

Refinancing Costs and Losses on Early Extinguishment of Debt—We recorded a loss on the early extinguishment of debt of $7 million during the first quarter of fiscal 2013, consisting of a $5 million redemption premium and $2 million to write off debt issuance costs related to the redemption of $137 million in aggregate principal amount of our $11^3/_8$% Senior Subordinated Notes due November 1, 2016 (the "Senior Subordinated Notes"). See Note 3 to the consolidated financial statements for further discussion.

Provision for Income Taxes—The effective tax rate was 37.8% for the first quarter of fiscal 2013. The effective tax rate was 35.4% for the first quarter of fiscal 2012. The current year tax rate is higher than the prior year tax rate primarily due to the prior year favorable impact related to our reserve for uncertain tax positions. We currently estimate our annualized effective tax rate for fiscal 2013 to be 37.7%.

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 Annual Report on Form 10-K for the fiscal year ended February 2, 2013 or our failure to meet our debt covenants as described in "—Liquidity and Capital Resources—Cash Flow from Financing Activities". Our Restated Revolving Credit Facility provides senior secured financing of up to $650 million, subject to a borrowing base. As of May 4, 2013, the borrowing base was $650 million, of which we had $182 million in outstanding borrowings, $62 million of outstanding letters of credit and $406 million of unused borrowing capacity. Our cash and equivalents decreased $1 million from $56 million at February 2, 2013 to $55 million at May 4, 2013.

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.

The Company intends to use excess operating cash flows to repay portions of its indebtedness, depending on market conditions and growth opportunities. If the Company uses its excess cash flows to repay its debt, it will reduce the amount of excess cash available for additional capital expenditures.

As of February 2, 2013, we had an aggregate principal amount of $393 million of our Senior Subordinated Notes scheduled to mature in November 2016. On February 27, 2013, we redeemed $137 million in aggregate principal amount of the outstanding Senior Subordinated Notes with cash on hand and borrowings made under our Restated Revolving Credit Facility for an aggregate redemption price (including the applicable redemption premium and accrued and unpaid interest) of $147 million. The 7 3/4% Senior Notes mature in 2018 ("2018 Senior Notes"), and the senior secured term loan facility ("Restated Term Loan Credit Facility") matures in or after 2018. Although no assurance can be given, depending on market conditions and other factors, we plan to repay or refinance such indebtedness prior to maturity.

We and our subsidiaries, affiliates, and significant shareholders may continue from time to time to seek to retire or purchase our outstanding debt through cash purchases and/or exchanges, in open market purchases, privately negotiated transactions, by tender offer or otherwise. Such repurchases or exchanges, if any, will depend on prevailing market conditions, liquidity requirements, contractual restrictions and other factors.

Cash Flow from Operating Activities

Cash flow provided by operating activities during the first three months of fiscal 2013 was $2 million compared to $41 million during the first three months of fiscal 2012. The $39 million change was primarily due to a $67 million decrease for the timing of interest payments, a $21 million decrease due to the timing of income tax payments and a $5 million decrease in Net income. These amounts were partially offset by the $52 million increase due to the timing of inventory purchases.

Average inventory per Michaels store (including supporting distribution centers) decreased 8.0% from $786,000 at April 28, 2012 to $723,000 at May 4, 2013, primarily driven by decreasing inventory in the distribution centers and the timing of in-transit inventory.

Cash Flow from Investing Activities

Cash flow used in investing activities represents the following capital expenditure activities:

	Quarter Ended	
	May 4, 2013	**April 28, 2012**
	(in millions)	
New and relocated stores and stores not yet opened (1)	$ 9	$ 5
Existing stores	4	3
Information systems	6	8
Corporate and other	3	2
	$ 22	$ 18

(1) In the first three months of fiscal 2013, we incurred capital expenditures related to the opening of 15 Michaels stores in addition to the relocation of 4 Michaels stores. In the first three months of fiscal 2012, we incurred capital expenditures related to the opening of 2 Michaels stores in addition to the relocation of 6 Michaels stores.

Cash Flow from Financing Activities

Cash flow provided by financing activities during the first three months of fiscal 2013 was $19 million compared to cash used in financing activities of $9 million during the first three months of fiscal 2012. Cash flow used in financing activities for the first three months of fiscal 2013 was impacted by the redemption of the $137 million of Senior Subordinated Notes at a redemption price of 103.792%, or a total of $142 million, and net borrowings of $181 million under our Restated Revolving Credit Facility.

Non-GAAP Measures

The following table sets forth the Company's Earnings before Interest, Taxes, Depreciation, Amortization, and Loss on early extinguishment of debt ("EBITDA excluding refinancing costs and losses on early extinguishment of debt"). The Company defines EBITDA (excluding refinancing costs and losses on early extinguishment of debt) as Net income before interest, income taxes, depreciation, amortization and loss on early extinguishment of debt. Additionally, the table presents Adjusted Earnings before Interest, Taxes, Depreciation and Amortization ("Adjusted EBITDA"). The Company defines Adjusted EBITDA as EBITDA (excluding refinancing costs and losses on early extinguishment of debt) adjusted for certain defined amounts that are added to, or subtracted from, EBITDA (excluding refinancing costs and losses on early extinguishment of debt) (collectively, the "Adjustments") in accordance with the Company's Restated Term Loan Credit Facility and Restated Revolving Credit Facility. The Adjustments are described in further detail in the table and the footnotes to the table below.

The Company has presented EBITDA (excluding refinancing costs and losses on early extinguishment of debt) and Adjusted EBITDA to provide investors with additional information to evaluate our operating performance and our ability to service our debt. The Company uses EBITDA (excluding refinancing costs and losses on early extinguishment of debt), among other metrics, to evaluate operating performance, to plan and forecast future periods' operating performance and as an element of its incentive compensation targets. Adjusted EBITDA is a required calculation under the Company's Restated Term Loan Credit Facility and its Restated Revolving Credit Facility. As it relates to the Restated Term Loan Credit Facility, Adjusted EBITDA is used in the calculations of fixed charge coverage and leverage ratios, which, under certain circumstances may result in limitations on the Company's ability to make restricted payments as well as the determination of mandatory repayments of the loans. Under the Restated Term Loan Credit Facility, Adjusted EBITDA is used in the calculation of fixed charge coverage ratios, which under certain circumstances, may restrict the Company's ability to make certain payments (characterized as restricted payments), investments (including acquisitions) and debt repayments.

As EBITDA (excluding refinancing costs and losses on early extinguishment of debt) 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 refinancing costs and losses on early extinguishment of debt) and Adjusted EBITDA may differ from similarly titled measures used by other companies. As EBITDA (excluding refinancing costs and losses on early extinguishment of debt) and Adjusted EBITDA exclude certain financial information compared with Net income and Net cash provided by operating activities, the most directly comparable GAAP financial measures, users of this financial information should consider the types of events and transactions which are excluded.

The table below shows a reconciliation of EBITDA (excluding refinancing costs and losses on early extinguishment of debt) and Adjusted EBITDA to Net income and Net cash provided by operating activities.

	Quarter Ended	
	May 4, 2013	April 28, 2012
	(Restated) (in millions)	
Net cash provided by operating activities	$ 2	$ 41
Depreciation and amortization	(25)	(24)
Share-based compensation	(4)	(4)
Debt issuance costs amortization	(2)	(4)
Refinancing costs and losses on early extinguishments of debt	(7)	—
Changes in assets and liabilities	82	42
Net income	46	51
Interest expense	47	66
Refinancing costs and losses on early extinguishment of debt	7	—
Provision for income taxes	28	28
Depreciation and amortization	25	24
EBITDA (excluding refinancing costs and losses on early extinguishment of debt)	153	169
Adjustments:		
Share-based compensation	4	4
Sponsor fees	4	3
Store pre-opening costs	2	1
Foreign currency transaction losses (gains)	—	(1)
Other (1)	2	—
Adjusted EBITDA	$ 165	$ 176

(1) Other adjustments relate to items such as the moving & relocation expenses, franchise taxes and signing bonuses.

Item 3. Quantitative and Qualitative Disclosures About Market 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 May 4, 2013, a 10% increase or decrease in the exchange rate of the U.S. and Canadian dollar would have a minimal impact on Net income.

We have market risk exposure arising from changes in interest rates on our Restated Term Loan Credit Facility and our Restated Revolving Credit Facility, together the (" Senior Secured Credit Facilities") The interest rates on our Senior Secured Credit Facilities will reprice periodically, which will impact our earnings and cash flow. The interest rates on our 2018 Senior Notes and Senior Subordinated Notes are fixed. Based on our overall interest rate exposure to variable rate debt outstanding as of May 4, 2013, a 1% increase or decrease in interest rates would increase or decrease income before income taxes by $18 million. A 1% increase in interest rates would decrease the fair value of our long-term fixed rate debt by $17 million. A 1% decrease in interest rates would increase the fair value of our long-term fixed rate debt by $17 million. A change in interest rates would not materially affect the fair value of our variable rate debt as the debt reprices periodically.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, we have carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, as of the end of the period covered by this report.

Based on the evaluation discussed above, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were not effective as of the end of the period covered by this report due to the material weakness identified in the Company's internal control over financial reporting described below.

We did not maintain effective controls related to the administration of our share repurchases. Specifically, the Company established a pattern of repurchasing common stock shares at the time option awards were exercised following termination of employment of participants in the Plan. Since the repurchased shares were not owned for a period of more than six months, the holders of the shares were, according to accounting rules, not subject to the risk and rewards of ownership. The pattern of repurchasing immature shares, demonstrates an administrative practice that results in all stock options being treated as liability awards under the accounting rules of ASC 718-10-25-9, *Compensation — Stock Compensation* (ASC 718). The control deficiency resulted in an adjustment to share-based compensation costs (which are classified in cost of sales and share-based compensation expense), merchandise inventory, income tax expense, additional paid-in capital, and deferred taxes. Under liability accounting, the Company re-measures the fair value of stock compensation each period and recognizes changes in fair value as awards vest and until the award is settled. The Company originally recognized expense ratably over the vesting period based on the grant date fair value of the option in accordance with the fixed method of accounting. As a result of this material error, management concluded a material weakness exists in the Company's internal controls related to the administration of share repurchases and controls were ineffective at timely detecting and correcting errors related to share-based compensation in accordance with U.S. generally accepted accounting principles.

As the material weakness was not remediated as of May 4, 2013, the material weakness could result in a misstatement of the aforementioned account balances or disclosures that would result in a material misstatement to our annual or interim consolidated financial statements that would not be prevented or detected.

Management will implement the following procedures related to this material weakness and expects testing of the operating effectiveness to be successfully completed during the fourth quarter of fiscal 2013.

- Establish and monitor additional internal control procedures related to share repurchases to ensure all required approvals are received prior to repurchase, including our Board, CEO, and CFO. In addition, the accounting department will review repurchases for appropriate accounting under ASC 718 prior to a commitment to repurchase.

- Perform a formal review with the Company officers and Board members responsible for the administration of stock repurchases regarding the terms of the Plan and the Stockholders Agreement with recurring training when responsibilities change.

- Provide enhanced education of the Company's financial reporting staff on ASC 718 and ensure the Company complies with all aspects of the accounting standard.

Additionally, the Company will distribute formal communication to all option holders and stockholders emphasizing the exercise terms under the Plan and related option agreements, and the call feature repurchase restrictions contained in the Stockholders Agreement. Consequently, the Company expects to account for share-based compensation under the equity method beginning in the fourth quarter of fiscal 2013.

Change in Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting during the fiscal quarter ended May 4, 2013, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

MICHAELS STORES, INC.
Part II—OTHER INFORMATION

Item 1. Legal Proceedings.

Information regarding legal proceedings is incorporated herein by reference from Note 7 to our Consolidated Financial Statements.

ITEM 5. Other Information

Submission of Matters to a Vote of Security Holders

By a written consent dated March 14, 2013, holders of 93.14% of the common stock of the Company voted their shares to increase the size of the Company's board of directors to nine directors, elect Carl S. Rubin to the board of directors with an effective appointment date of March 18, 2013, and to ratify transactions with the Company's affiliates for fiscal year 2012. The affirmative vote of more than 50% of the stockholders was required to take such action.

Iran Sanctions Related Disclosure

Under the Iran Threat Reduction and Syrian Human Rights Act of 2012, which added Section 13(r) of the Securities Exchange Act of 1934, we are required to include certain disclosures in our periodic reports if we or any of our "affiliates" knowingly engaged in certain specified activities during the period covered by this Quarterly Report on Form 10-Q. Because the SEC defines the term "affiliate" broadly, it includes any entity controlled by us as well as any person or entity that controls us or is under common control with us ("control" is also construed broadly by the SEC). We do not believe we and our consolidated subsidiaries have knowingly engaged in any transaction or dealing reportable under Section 13(r) of the Exchange Act during the quarter ended May 4, 2013.

The Blackstone Group L.P., one of our Sponsors, informed us of disclosures publicly filed and/or provided to them by Hilton Worldwide, Inc., SunGard Capital Corp., SunGard Capital Corp. II, SunGard Data Systems Inc., and Travelport Limited, which may be considered their affiliates. These disclosures are included in, and the Company hereby incorporates by reference herein, Exhibit 99.1 to this this Quarterly Report on Form 10-Q.

Item 6. Exhibits.

(a) Exhibits:

Exhibit Number	Description of Exhibit
10.1	Employment Agreement, dated February 13, 2013, between Michaels Stores, Inc. and Carl S. Rubin (previously filed as Exhibit 10.1 to Form 10-Q filed by Company on May 24, 2013, SEC File No. 001-09338).*
10.2	Restricted Stock Award Agreements, dated March 18, 2013, between Michaels Stores, Inc. and Carl S. Rubin (previously filed as Exhibit 10.2 to Form 10-Q filed by Company on May 24, 2013, SEC File No. 001-09338).*
10.3	Stock Option Agreements, dated March 18, 2013, between Michaels Stores, Inc. and Carl S. Rubin (previously filed as Exhibit 10.3 to Form 10-Q filed by Company on May 24, 2013, SEC File No. 001-09338).*
31.1	Certifications of Carl S. Rubin pursuant to §302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
31.2	Certifications of Charles M. Sonsteby pursuant to §302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
32.1	Certification pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002 (filed herewith).
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

*Management contract or compensatory plan or arrangement.

MICHAELS STORES, INC.
SIGNATURES

Pursuant to the requirements 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.

MICHAELS STORES, 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)

Dated: December 9, 2013

INDEX TO EXHIBITS

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*Management contract or compensatory plan or arrangement.

Exhibit 31.1

CERTIFICATIONS

I, Carl S. Rubin, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Michaels Stores, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 9, 2013

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

Exhibit 31.2

CERTIFICATIONS

I, Charles M. Sonsteby, certify that

1. I have reviewed this quarterly report on Form 10-Q/A of Michaels Stores, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 9, 2013

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

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. § 1350,
AS ADOPTED PURSUANT TO § 906
OF THE SARBANES-OXLEY ACT OF 2002

In connection with the filing of the Quarterly Report on Form 10-Q/A of Michaels Stores, Inc., a Delaware corporation (the "Company"), for the period ended May 4, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of the Company certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to such officer's knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: December 9, 2013

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

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

The foregoing certification is being furnished solely pursuant to 18 U.S.C. § 1350 and is not being filed as part of the Report or as a separate disclosure document.

Exhibit 99.1

SECTION 13(r) DISCLOSURE

Hilton Worldwide Inc., which may be considered an affiliate of one of our Sponsors, The Blackstone Group L.P., provided the disclosure reproduced below in connection with activities during the first fiscal quarter of 2013. We have no involvement in or control over the activities of Hilton Worldwide Inc., any of its predecessor companies or any of its subsidiaries, and we have not independently verified or participated in the preparation of this disclosure.

> "During the reporting period, the Iranian Ministry of Youth and Sports purchased a number of room nights at the Hilton Ankara, Turkey, which is leased by a foreign affiliate of Hilton. Revenue received by Hilton for these hotel stays was approximately $4,360 and net profit was approximately $1,700. During calendar year 2012, the Embassy of Iran purchased a number of room nights at the hotel and organized a concert event in the hotel ballroom. Revenue received by Hilton for the services provided to the Embassy of Iran in 2012 was approximately $11,070 and net profit was approximately $4,300. Hilton believes that the hotel stays were exempt from the Iranian Transactions and Sanctions Regulations, 31 C.F.R. Part 560, pursuant to the International Emergency Economic Powers Act ("IEEPA"). The Hilton Ankara intends to continue engaging in future similar transactions to the extent they remain permissible under IEEPA.
>
> Also during the reporting period, certain individual employees at two Hilton-branded hotels in the United Arab Emirates received routine wage payments as direct deposits to their personal accounts at Bank Melli, an entity identified on the Specially Designated Nationals and Blocked Persons List ("SDN List") maintained by the Office of Foreign Assets Control in the U.S. Department of the Treasury. In addition, certain individual employees at these hotels received routine wage payments as direct deposits to their personal accounts at Bank Melli during calendar year 2012. Both of these hotels are owned by a third party, staffed by employees of the third-party owner and operated pursuant to a management agreement between the owner and a Hilton affiliate. In each case, these payments originated from the third-party owner's account to the personal accounts of the employees at their chosen bank. No revenues or net profits are associated with these transactions. Both hotels have advised Hilton that they will discontinue making direct deposits to accounts at Bank Melli.
>
> During the reporting period, several individuals stayed at the DoubleTree Kuala Lumpur, Malaysia, pursuant to a rate agreement between the hotel and Mahan Air, an entity identified on the SDN List. This hotel is staffed by employees of the third-party owner and operated pursuant to a management agreement between the owner and a Hilton affiliate. Under the agreement, which was entered into in the name of the owner, the hotel reserved a number of rooms for Mahan Air crew members at the DoubleTree Kuala Lumpur several times each week. Revenue received by Hilton attributable to Mahan Air crew hotel stays during the reporting period was approximately $1,550. The DoubleTree Kuala Lumpur also reserved a number of rooms for Mahan Air crew members during calendar year 2012. Revenue received by Hilton attributable to Mahan Air crew hotel stays in 2012 was approximately $3,820. Hilton considers its net profit on management fees to be approximately the same as its revenue. The DoubleTree Kuala Lumpur has terminated the agreement and does not intend to engage in any future transactions with Mahan Air."

SunGard Capital Corp., SunGard Capital Corp. II and SunGard Data Systems Inc. (collectively referred to herein as "SunGard"), which may be considered an affiliate of The Blackstone Group L.P., provided the disclosure reproduced below in connection with activities during the first fiscal quarter of 2013. We have no involvement in or control over the activities of SunGard, any of their predecessor companies or any of their subsidiaries, and we have not independently verified or participated in the preparation of this disclosure.

> "As previously reported on our Annual Report on Form 10-K for the year ended December 31, 2012, pursuant to Section 13(r)(1)(D)(i) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), during 2012 a U.K. subsidiary of ours provided certain limited disaster recovery services and hosted co-location of some hardware at our premises in London for Bank Saderat PLC, a bank incorporated and based in the U.K. Bank Saderat PLC is identified on the U.S. Treasury Department's List of Specially Designated Nationals and Blocked Persons pursuant to Executive Order No. 13224. Our subsidiary terminated this contract in the first quarter of 2013, and we do not otherwise intend to enter into any Iran-related activity. The gross revenue and net profits attributable to these activities in the first quarter of 2013 were less then £5,000 each."

Additionally, after the Company filed its Form 10-K for fiscal year 2012, SunGard included the disclosure reproduced below in its Form 10-K for fiscal year 2012. We have not independently verified or participated in the preparation of this disclosure.

"Pursuant to Section 13(r)(1)(D)(i) of the Exchange Act, we note that during 2012 a U.K. subsidiary of ours provided certain limited disaster recovery services and hosted co-location of some hardware at our premises in London for Bank Saderat PLC, a bank incorporated and based in the UK. Bank Saderat PLC is identified on the U.S. Treasury Department's List of Specially Designated Nationals and Blocked Persons pursuant to Executive Order No. 13224. The intent of the services was to facilitate the ability of the UK-based employees of Bank Saderat PLC to continue local operations in the event of a disaster or other unplanned event in the UK, including use of shared work space and recovery of the Bank's local UK data. The gross revenue and net profits attributable to these activities in 2012 was £16,300 and approximately £5,700, respectively. During 2012, no disaster or unplanned event occurred causing Bank Saderat PLC to make use of our recovery facilities in London, but Bank Saderat PLC did perform annual testing on-site. Our subsidiary has terminated this contract in the first quarter of 2013, and we do not otherwise intend to enter into any Iran-related activity."

Travelport Limited, which may be considered an affiliate of The Blackstone Group L.P., provided the disclosure reproduced below in connection with activities during the first fiscal quarter of 2013. We have no involvement in or control over the activities of Travelport Limited, any of its predecessor companies or any of its subsidiaries, and we have not independently verified or participated in the preparation of this disclosure.

"As part of our global business in the travel industry, we provide certain passenger travel-related GDS and airline IT services to Iran Air. We also provide certain airline IT services to Iran Air Tours. All of these services are either exempt from applicable sanctions prohibitions pursuant to a statutory exemption permitting transactions ordinarily incident to travel or, to the extent not otherwise exempt, specifically licensed by the U.S. Office of Foreign Assets Control. Subject to any changes in the exempt/licensed status of such activities, we intend to continue these business activities, which are directly related to and promote the arrangement of travel for individuals.

The gross revenue and net income attributable to these activities in the quarter ended March 31, 2013 were approximately $37,800 and $32,100, respectively."