

Michaels Companies, Inc.
Form 3
June 26, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Weibye Lance A.		(Month/Day/Year)	Michaels Companies, Inc. [MIK]	
(Last)	(First)	(Middle)	06/26/2014	
C/O THE MICHAELS COMPANIES, INC., Â 8000 BENT BRANCH DRIVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)	(Check all applicable)			
	<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner		
	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other	6. Individual or Joint/Group Filing(Check Applicable Line)	
	(give title below) (specify below)		<input checked="" type="checkbox"/> Form filed by One Reporting Person	
	See Remarks		<input type="checkbox"/> Form filed by More than One Reporting Person	
IRVING, Â TX Â 75063				
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	29,013	D	Â

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
Option to Purchase Common Stock	Â (1)	07/02/2021	Common Stock	16,900	\$ 13.9	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weibye Lance A. C/O THE MICHAELS COMPANIES, INC. 8000 BENT BRANCH DRIVE IRVING, TX 75063	Â	Â	Â See Remarks	Â

Signatures

/s/ Michael J. Veitenheimer as attorney-in-fact 06/26/2014

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This option to purchase common stock vests in equal installments annually over four years beginning on the first anniversary of the grant date of July 3, 2013.

Â

Remarks:

Vice President - Development Exhibit List: Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. YLE="BORDER-LEFT:1px solid #000000; BORDER-BOTTOM:1px solid #000000">

Sole Voting Power

89,672,943

8.

Shared Voting Power

20,533,508

9.

Sole Dispositive Power

89,672,943

10.

Shared Dispositive Power

20,533,508

11.

Aggregate Amount Beneficially Owned by Each Reporting Person

110,206,451

12.

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13.

Percent of Class Represented by Amount in Row (11)

26.47%

14.

Type of Reporting Person (See Instructions)

IN

CUSIP No. RU000A0DKXV5; 583840103

1. Name of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

Irina V. Zyuzina

2. Check the Appropriate Box if a member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Russian Federation

Number of 7. Sole Voting Power

Shares

Beneficially -0-

8. Shared Voting Power

Owned by

Each

77,826,997

Reporting 9. Sole Dispositive Power

Person

With -0-

10. Shared Dispositive Power

Explanation of Responses:

77,826,997

11. Aggregate Amount Beneficially Owned by Each Reporting Person

77,826,997

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

18.70%

14. Type of Reporting Person (See Instructions)

IN

CUSIP No. RU000A0DKXV5; 583840103

1. Name of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

Calridge Limited

2. Check the Appropriate Box if a member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Republic of Cyprus

Number of 7. Sole Voting Power

Shares

Beneficially 20,533,508

8. Shared Voting Power

Owned by

Each

-0-

Reporting 9. Sole Dispositive Power

Person

With 20,533,508

10. Shared Dispositive Power

Explanation of Responses:

-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person

20,533,508

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

4.93%

14. Type of Reporting Person (See Instructions)

CO

CUSIP No. RU000A0DKXV5

1. Name of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

MetHol OOO

2. Check the Appropriate Box if a member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

Russian Federation

Number of 7. Sole Voting Power

Shares

Beneficially 77,826,997

8. Shared Voting Power

Owned by

Each

-0-

Reporting 9. Sole Dispositive Power

Person

With 77,826,997

10. Shared Dispositive Power

Explanation of Responses:

-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person

77,826,997

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

18.70%

14. Type of Reporting Person (See Instructions)

CO

Item 1. Security and Issuer

This Amendment to Schedule 13D (the Schedule 13D) further amends the Schedule 13D originally filed by the Reporting Persons (as defined below) on July 21, 2008 (the Original Schedule 13D), as amended and restated on June 19, 2009, August 20, 2009, December 30, 2009, March 17, 2010, April 22, 2010, July 12, 2010, October 14, 2010, March 4, 2011, April 21, 2011, May 12, 2011, September 8, 2011, October 7, 2011, December 30, 2011, April 16, 2012, May 23, 2012, July 16, 2012, August 22, 2012, September 12, 2012, September 21, 2012, March 13, 2013, June 3, 2013, July 17, 2013, July 22, 2013, November 29, 2013, April 15, 2014, July 3, 2014, August 21, 2014, December 11, 2014 and May 12, 2016 (the Amended Schedule 13D), and relates to common shares, par value 10 Russian rubles per share (the Common Shares), of Mechel PAO, a public joint-stock company incorporated under the laws of the Russian Federation (the Issuer) and the Issuer's American Depositary Shares (ADSs), each ADS representing two Common Shares. The principal executive offices of the Issuer are located at 1 Krasnoarmeyskaya St., Moscow 125167, Russian Federation.

Item 2. Identity and Background

(a) - (c) and (f). This Schedule 13D is filed by Igor V. Zyuzin, a natural person and a citizen of the Russian Federation (Mr. Zyuzin); Irina V. Zyuzina, a natural person and a citizen of the Russian Federation (Mrs. Zyuzina); Calridge Limited, a limited company organized under the laws of the Republic of Cyprus (Calridge); and MetHol OOO, a limited liability company organized under the laws of the Russian Federation (MetHol) (together, the Reporting Persons).

Mr. Zyuzin co-founded the Issuer in 2003 and was the Issuer's chief executive officer from December 2006 until July 2010. Mr. Zyuzin is also the chairman of the board of directors of the Issuer. Mr. Zyuzin's principal business address is at the Issuer's principal executive office at 1 Krasnoarmeyskaya St., Moscow 125167, Russian Federation.

Mrs. Zyuzina does not hold any official positions. Her principal address is at 19-6 Tverskoy Boulevard, Moscow 123104, Russian Federation.

Calridge is a limited company organized under the laws of Cyprus whose principal business is to make private investments and act a holding company for Mr. Zyuzin. Mr. Zyuzin owns all the outstanding equity interests in Calridge. The principal business office address of Calridge is 3 Themistokli Dervi, Julia House, PC 1066, Nicosia, Republic of Cyprus. The names of the executive officers and directors of Calridge, their addresses, citizenship and principal occupations are as follows:

Name and Office Held	Business Address	Citizenship	Principal Occupation or Employment
Michalakis Hadjimichael Director	3 Themistokli Dervi Julia House PC 1066, Nicosia Republic of Cyprus	Republic of Cyprus	Executive in Corporate Compliance and Administration Services of Cypcodirect Limited of Demitas Tower, 3rd Floor, Office 302, 14 Michalakopoulou Street, 1075 Nicosia, Cyprus
Theodora Kaskani	3 Themistokli Dervi Julia House	Republic of Cyprus	Executive in Corporate Compliance and

Director

PC 1066, Nicosia
Republic of Cyprus

Administration Services
of Cypcodirect Limited
of Demitas Tower, 3rd
Floor, Office 302, 14
Michalakopoulou Street,
1075 Nicosia, Cyprus

MetHol is a limited company organized under the laws of the Russian Federation whose principal business is to make private investments. Mrs. Zyuzina owns 34% of the outstanding equity interests in MetHol. The principal business office address of MetHol is 1 Krasnoarmeyskaya St., Moscow 125167, Russian Federation. The names of the executive officers and directors of MetHol, their addresses, citizenship and principal occupations are as follows:

Name and Office Held	Business Address	Citizenship	Principal Occupation or Employment
Tatyana Ifutina General Director	1 Krasnoarmeyskaya St., Moscow 125167 Russian Federation	Russian Federation	Assistant of the Chairman of the Board of Directors of Mechel PAO, Mechel PAO, 1 Krasnoarmeyskaya St., Moscow, Russian Federation, 125167

(d) and (e). To the best knowledge of the Reporting Persons, none of the persons or entities identified in this Item 2 has, during the five years preceding the date of this Schedule 13D, (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

Mr. Zyuzin co-founded the Issuer in 2003 and has maintained a significant stake in the Issuer since then.

Item 4. Purpose of Transaction

The Reporting Persons beneficially own 45.17% of the Common Shares. Except in certain cases as provided by the Federal Law "On Joint-Stock Companies", dated December 26, 1995, as amended, resolutions at a shareholders' meeting of the Issuer are adopted by a simple majority in a meeting at which shareholders holding more than half of the voting shares of the Issuer are present or represented. Accordingly, the Reporting Persons have the power to control the outcome of most matters to be decided by vote at a shareholders' meeting and can control the appointment of the majority of directors and the removal of all of the elected directors.

The 10b5-1 Purchase Instruction set out in the Original Schedule 13D was terminated and no purchases thereunder were made.

No Reporting Person has any present plan or proposal to acquire or dispose of any Common Shares, ADSs or GDSs, although consistent with its investment purpose, each Reporting Person at any time and from time to time may acquire additional Common Shares, ADSs, or GDSs or dispose of any or all of its Common Shares, ADSs or GDSs, as applicable, depending upon prevailing market, economic and other conditions, other investment and business opportunities available to the Reporting Persons, liquidity requirements of the Reporting Persons, tax considerations and/or other investment considerations.

As the chairman of the board of directors and controlling shareholder of the Issuer, at any given time, Mr. Zyuzin may be involved in discussions, plans or proposals which relate to or, if effected, may result in any of the matters referred

to in paragraphs (a) through (j), inclusive, of the instructions to Item 4 of Schedule 13D.

None of the Reporting Persons has any plans or proposals, which relate to, or could result in, any of the matters referred to in paragraphs (a) through (j), inclusive, of the instructions to Item 4 of Schedule 13D. The Reporting Persons may, at any time and from time to time, review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto.

Item 5. Interest in Securities of the Issuer

(a) (b). All percentages of Common Shares disclosed in this Schedule 13D are calculated based on an aggregate total of 416,270,745 Common Shares, including Common Shares underlying ADSs and GDSs, issued and outstanding as of September 30, 2017.

As of today, the Reporting Persons beneficially own 45.17% of the Common Shares.

Mr. Zyuzin is the record owner of 89,672,943 Common Shares, which represents 26.47% of the Common Shares, Calridge is the record owner of 20,553,508 Common Shares, which represents 4.93% of the Common Shares and MetHol is the record owner of 77,826,997 Common Shares, which represents 18.70% of the Common Shares..

Mr. Zyuzin owns all of the outstanding equity interests in Calridge, and, in such capacity, beneficially owns all Common Shares owned by Calridge.

Mrs. Zyuzina, who is Mr. Zyuzin's wife, owns 34% of the outstanding equity interests in MetHol and may therefore be deemed to share beneficial ownership of the Common Shares held of record by MetHol.

Consequently, the Reporting Persons may be deemed to be a group within the meaning of Section 13(d) of the Act and Rule 13d-5(b)(1) promulgated thereunder with respect to their holdings of Common Shares.

In October 2017, Calridge transferred to Veriotex Holdings Limited Shares and GDSs representing Shares amounting to a total of 20,533,509 Shares in consideration for the cancellation of loans. A further 20,533,508 Shares were transferred to Bonoro Limited in consideration for cash. Following these transfers, Calridge holds 20,533,508 Shares.

As a result of the relationships and shareholdings described above, the Reporting Persons may be deemed to beneficially own Common Shares as of today as follows:

Reporting Person	Number of Common Shares Beneficially Owned	Percentage of Common Shares
Mr. Zyuzin	110,206,451	26.47%
Mrs. Zyuzina	77,826,997	18.70%
Calridge	20,533,508	4.93%
MetHol	77,826,997	18.70%

(c) Not applicable.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understanding or Relationships with Respect to Securities of the Issuer

None of the Reporting Persons or, to the best knowledge of the Reporting Persons, the other persons named in Item 2, is a party to any contract, arrangement, understanding or relationship (legal or otherwise) with respect to any securities of the Issuer, including but not limited to the transfer or voting of any securities of the Issuer, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, except the arrangements and relationships described in Item 5 above.

Item 7. Material to be Filed as Exhibits

Description

Explanation of Responses:

**Exhibit
No.**

1 Joint Filing Agreement

8

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

Date: October 19, 2017

IGOR V. ZYUZIN

/s/ Igor V. Zyuzin

IRINA V. ZYUZINA

/s/ Irina V. Zyuzina

CALRIDGE LIMITED

By: /s/ Theodora Kaskani

Name: Theodora Kaskani

Title: Director

METHOL OOO

By: /s/ Tatyana Ifutina

Name: Tatyana Ifutina

Title: General Director

EXHIBIT INDEX

Exhibit No.	Description
1	Joint Filing Agreement

10

EXHIBIT 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) of the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Schedule 13D (including any and all amendments thereto) with respect to the Common Shares and ADSs of Mechel PAO, and further agree that this Agreement shall be included as an Exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for timely filing of such Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein; provided that no party is responsible for the completeness or accuracy of the information concerning any other party, unless such party knows or has reason to believe that such information is inaccurate.

This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original instrument, but all of such counterparts together shall constitute but one agreement.

In evidence thereof the undersigned, being duly authorized, hereby execute this agreement on October 19, 2017.

IGOR V. ZYUZIN

/s/ Igor V. Zyuzin

IRINA V. ZYUZINA

/s/ Irina V. Zyuzina

CALRIDGE LIMITED

By: /s/ Theodora Kaskani
Name: Theodora Kaskani
Title: Director

METHOL OOO

By: /s/ Tatyana Ifutina
Name: Tatyana Ifutina
Title: General Director