Michaels Companies, Inc.
Form 10-K
March 19, 2019
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES

EXCHANGE ACT OF 1934

For the fiscal year ended February 2, 2019

Commission file number 001-36501

THE MICHAELS COMPANIES, INC.

A Delaware Corporation

IRS Employer Identification No. 37-1737959

8000 Bent Branch Drive

Irving, Texas 75063

(972) 409-1300

The Michaels Companies, Inc.'s common stock, par value $0.06775 per share, is registered pursuant to Section 12(b) of the Securities Exchange Act of 1934 (the "Act) and is listed on the NASDAQ Global Select Market. The Michaels Companies, Inc. does not have any securities registered under Section 12(g) of the Act.

The Michaels Companies, Inc. is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

The Michaels Companies, Inc. (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.

The Michaels Companies, Inc. has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will be contained, to the best of the registrant's knowledge, in the definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10 K.

The Michaels Companies, Inc. is a large accelerated filer.

The Michaels Companies, Inc. is not (1) a shell company, (2) a small reporting company or (3) an emerging growth company (as defined in Rule 12b-2 of the Exchange Act).

The aggregate market value of The Michaels Companies, Inc.'s common stock held by non-affiliates as of August 4, 2018 was approximately $1,978,572,495 based upon the closing sales price of $20.24 quoted on The NASDAQ Global Select Market as of August 3, 2018. For this purpose, directors and officers have been assumed to be affiliates.

As of March 12, 2019, 157,773,090 shares of The Michaels Companies, Inc.'s common stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

The registrant will incorporate by reference information required in response to Part III, items 10-14, from its definitive proxy statement for its annual meeting of shareholders, to be held on June 11, 2019.

Table of Contents

THE MICHAELS COMPANIES, INC.

TABLE OF CONTENTS

Table of Contents

PART I

ITEM 1. BUSINESS.

The following discussion, as well as other portions of this Annual Report on Form 10-K, 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”, “intends”, a 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 contained elsewhere in this report. Specific examples of forward-looking statements include, but are not limited to, statements regarding our forecasts of financial performance, share repurchases, store openings, capital expenditures and working capital requirements. Our actual results could materially differ from those discussed in these forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed below and elsewhere in this Annual Report on Form 10-K and particularly in “Item 1A. Risk Factors” and “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations”. Unless the context otherwise indicates, references in this Annual Report on Form 10-K to “we”, “our”, “us”, “our Company”, “the Company”, and “Michaels” mean T Michaels Companies, Inc., together with its subsidiaries.

General

Michaels Stores, Inc. (“MSI”) is headquartered in Irving, Texas and was incorporated in the state of Delaware in 1983. In July 2013, MSI was reorganized into a holding company structure and The Michaels Companies, Inc. was incorporated in the state of Delaware in connection with the reorganization.

With $5,271.9 million in sales in fiscal 2018, the Company is the largest arts and crafts specialty retailer in North America (based on store count) providing materials, project ideas and education for creative activities. Our mission is to inspire and enable customer creativity, create a fun and rewarding place to work, foster meaningful connections with our communities and lead the industry in growth and innovation. With crafting classes, store events, store displays, mobile applications and online videos, we offer an omnichannel shopping experience that can inspire creativity and build confidence in our customers’ artistic abilities.

As of February 2, 2019, we operated 1,258 Michaels retail stores in 49 states and Canada, with approximately 18,000 average square feet of selling space per store.

In March 2018, we made the decision to close substantially all of our Aaron Brothers stores and in January 2019 we closed all 36 of our Pat Catan's stores. As a result of the store closures, we recorded restructure charges of $98.9 million in fiscal 2018. The restructure charges are primarily related to the transfer of the rights to sell inventory and other assets to a third party to facilitate the store closures and assist with the disposition of our remaining lease obligations, the impairment of goodwill and employee-related expenses. We believe restructuring activities will be substantially completed in fiscal 2019 and expect to record additional charges of approximately $6 million.

In addition, we recorded $5.3 million of employee-related charges as a result of certain organizational changes made to streamline our operations at our corporate support center.

For fiscal 2018 and fiscal 2017, Aaron Brothers net sales totaled $12.9 million and $110.4 million, respectively, and Pat Catan's net sales totaled $109.6 million and $113.4 million, respectively. Excluding the restructure charges, Aaron Brothers and Pat Catan's did not have a material impact on the Company's operating income in all fiscal periods presented in the consolidated financial statements.

Table of Contents

Merchandising

Michaels. Each Michaels store offers approximately 45,000 basic and seasonal stock-keeping units ("SKUs") in a number of product categories. The following table shows a breakdown of sales for Michaels stores by department as a percentage of total net sales:

	Fiscal Year		
	2018	2017	2016
General crafts	48 %	49 %	50 %
Home décor and seasonal	24	23	22
Custom and ready-made framing	16	16	17
Papercrafting	12	12	11
	100 %	100 %	100 %

We have product development, sourcing and design teams focused on quality, innovation and cost mitigation. Our internal product development and global sourcing teams position us to deliver a differentiated level of innovation, quality and value to our customers. Our global sourcing network allows us to control new product introductions, maintain quality standards, monitor delivery times, and manage product costs and inventory levels to enhance profitability. In an industry with few well-known national brands, our private brands are recognized as a leader in many categories. We continue to expand our private brands and improve the selection of products we design, develop and deliver to our customers. Our private brands totaled approximately 60% of net sales in fiscal 2018 and include, among others, Recollections®, Studio Decor®, Bead Landing®, Creatology®, Ashland®, Celebrate It®, ArtMinds®, Artist's Loft®, Craft Smart®, Loops & Threads®, Make Market®, Foamies®, LockerLookz®, Imagin8® and Sticky Sticks®.

We continue to search for ways to leverage our position as a market leader by establishing strategic partnerships and exclusive product relationships to provide our customers with exciting merchandise. We have partnerships with popular brands such as Crayola, Elmer's and Cricut. We will continue to explore opportunities to form future partnerships and exclusive product associations.

Darice. We operate an international wholesale business under the Darice brand name ("Darice"). Darice sources products from domestic and foreign suppliers for resale to a variety of retail outlets worldwide, including our Michaels stores. Darice offers approximately 56,000 SKUs consisting of a wide range of craft and hobby items. We also develop Darice branded products carried by both Michaels and third-party stores reflecting the breadth of our product line and our ability to distribute and source quality products at competitive prices.

E-commerce. While we expect e-commerce to remain a relatively small portion of our business, with over 100,000 basic and seasonal SKUs, we believe it provides an important avenue to communicate with our customers in an interactive way that reinforces the Michaels brand and drives traffic to our stores and websites. We continue to strengthen our omnichannel offering with the expansion of our buy online, pick up in store capabilities and through continuous enhancements to our existing platforms to improve discoverability and product content that will deliver a superior customer experience. Our online platforms currently include Michaels.com, ConsumerCrafts.com, Darice.com, AaronBrothers.com (our online custom framing solution) and our Michaels app, which connects our store and online experiences.

Purchasing and Inventory Management

We purchase merchandise from a variety of different vendors primarily through our wholly-owned subsidiary, Michaels Stores Procurement Company, Inc. We believe our buying power and ability to make centralized purchases enable us to acquire products on favorable terms. Centralized merchandising management teams negotiate with vendors in an attempt to obtain the lowest net merchandise costs and to improve product mix and inventory levels. In fiscal 2018, there were no vendors or sourcing agents who accounted for more than 10% of total purchases.

We continue to develop our direct sourcing capabilities through our wholly-owned subsidiary, Darice International Sourcing Group. We believe our direct sourcing operation allows us to maintain greater control over the manufacturing process resulting in improved product quality and lower costs. In addition, our stores purchase custom frames, framing supplies and mats from our wholly-owned subsidiary, Artistree, Inc. (“Artistree”), which consists of a manufacturing facility and three regional processing centers.

Table of Contents

The majority of the products sold in our stores are manufactured in Asia. Goods manufactured in Asia generally require long lead times and are ordered three to four months in advance of delivery. Those products are either imported directly by us or acquired from distributors based in the U.S.

Our automated replenishment system uses perpetual inventory records to analyze on-hand SKU quantities by store, as well as other pertinent information such as sales forecasts, seasonal selling patterns, promotional events and vendor lead times, to generate recommended merchandise reorder information. These recommended orders are reviewed daily and purchase orders are delivered electronically to our vendors and our distribution centers. In addition to improving our store in-stock position, these systems enable us to better forecast merchandise ordering quantities for our vendors and give us the ability to identify, order and replenish the stores' merchandise. These systems also allow us to react more quickly to sales trends and allow our store team members to devote more time to customer service, thereby improving inventory productivity and sales opportunities.

Artistree

We own and operate Artistree, a vertically-integrated framing operation which supplies precut mats and high quality custom framing merchandise in our stores and aaronbrothers.com. We believe Artistree provides a competitive advantage and gives us quality control over the entire framing process. Custom framing orders are processed and shipped to our stores where the custom frame order is completed for customer pick-up.

Our moulding manufacturing plant, located in Kernersville, North Carolina, converts lumber into finished frame moulding that is used at our regional processing centers to fulfill custom framing orders for our customers. We manufacture approximately 39% of the moulding that we process and import approximately 55% from quality manufacturers in Brazil, Indonesia, Malaysia, China and Italy. The remaining mouldings are purchased from domestic manufacturers.

We operate three regional processing centers located in DFW Airport, Texas; Kernersville, North Carolina; and Mississauga, Ontario. Combined, these facilities occupy approximately 489,000 square feet and, in fiscal 2018, processed 25.1 million linear feet of frame moulding and 3.8 million individual custom cut mats and foam boards for our customers. Our precut mats and custom frame supplies are packaged and distributed out of our DFW Airport regional processing center.

Distribution

We currently operate seven distribution centers to supply our stores with merchandise. Approximately 92% of our stores' merchandise receipts are shipped through the distribution network with the remainder shipped directly from vendors to stores. Our distribution centers are located in California, Florida, Illinois, Ohio, Pennsylvania, Texas and Washington. We also utilize a third-party fulfillment center for a portion of our e-commerce merchandise. In fiscal 2018, we began developing an internal process to fulfill e-commerce orders though our distribution center in Haslet, Texas. The transition to our internal fulfillment center is expected to be completed in fiscal 2019 and will allow us to maintain greater control over, and lower our costs associated with, our e-commerce order fulfillment process.

Our distribution facilities use warehouse management and control software systems to maintain and support product purchase decisions. Store replenishment order selection is performed using pick-to-light and radio frequency processing technologies. Product is delivered to stores using both a dedicated fleet of trucks and contract carriers.

Marketing

We employ a multi-faceted marketing strategy to increase brand awareness, acquire new customers, improve customer retention and increase frequency of shopping. We communicate with our current and prospective customers through multiple vehicles, including direct mail, email, newspaper inserts, television and digital advertising.

We continue to develop and leverage our customer data analytic capabilities to drive a more customer-centric strategy through targeted marketing and promotions. We believe that targeted marketing and promotions play an important role in today's retail environment by improving the impact of digital media, email, coupons and promotional events. In July 2016, we launched our rewards program, Michaels Rewards, in the U.S. and in July 2018, we launched the program in Canada. Michaels Rewards is an important tool to increase retention of existing customers and enhance their loyalty to

Table of Contents

the Michaels brand. Michaels Rewards continues to grow and has surpassed 34 million customers. Michaels Rewards offers customers tailored, exclusive offers and events such as sneak peeks for new product, early alerts for big sales and receipt-free returns. The program adds to our customer database and, we believe, will allow us to further target our marketing and promotions more effectively.

Seasonality

Our business is highly seasonal, with higher sales in the third and fourth fiscal quarters. Our fourth quarter, which includes the Holiday selling season, has on average accounted for approximately 34% of our net sales and approximately 46% of our operating income.

Our Industry

According to internal market research, approximately 53% of U.S. households participated in at least one crafting project during 2018, which represented approximately 67 million households. This research indicated that crafting activities continue to enjoy broad based popularity and market size has been stable, valued at approximately $36 billion. We believe the broad, multi-generational appeal, high personal attachment and the low-cost, project-based nature of crafting creates a loyal, resilient following.

Store Expansion and Relocation

The following table shows our total store growth for the last five years:

	Fiscal Year				
	2018	2017	2016	2015	2014
Michaels stores:					
Open at beginning of period	1,238	1,223	1,196	1,168	1,136
New stores	24	17	32	30	32
Relocated stores opened	21	12	14	17	13
Closed stores	(4)	(2)	(5)	(2)	—
Relocated stores closed	(21)	(12)	(14)	(17)	(13)
Open at end of period	1,258	1,238	1,223	1,196	1,168
Aaron Brothers stores:					

Open at beginning of period	97	109	117	120	121
New stores	—	—	1	—	5
Closed stores	(97)	(12)	(9)	(3)	(6)
Open at end of period	—	97	109	117	120
Pat Catan's stores:					
Open at beginning of period	36	35	—	—	—
Acquired stores	—	—	32	—	—
New stores	—	1	3	—	—
Relocated stores opened	—	—	1	—	—
Closed stores	(36)	—	—	—	—
Relocated stores closed	—	—	(1)	—	—
Open at end of period	—	36	35	—	—
Total store count at end of period	1,258	1,371	1,367	1,313	1,288

We believe, based on an internal real estate and market penetration study of Michaels stores, that the combined U.S. and Canadian markets can support between 1,400 and 1,500 Michaels stores. We plan to open approximately 37 Michaels stores, including approximately 13 relocations and up to 12 rebranded Pat Catan’s stores, in fiscal 2019. We continue to pursue a store relocation program to improve the real estate location quality and performance of our store base. During fiscal 2019, we plan to close up to 10 Michaels stores. Many of our store closings are stores that have reached the end of their lease term. We believe our ongoing store evaluation process results in strong performance across our store base.

Table of Contents

Our store operating model, which is based on historical store performance, assumes an average store size of approximately 18,000 selling square feet. Our fiscal 2018 average initial net investment, which varies by site and specific store characteristics, was $1.3 million per store, including store build-out costs, pre-opening expenses and average first year inventory.

Employees

As of February 2, 2019, we employed approximately 47,000 team members, approximately 35,000 of whom were employed on a part-time basis. The number of part-time team members substantially increases during the Holiday selling season. Of our full-time team members, approximately 4,400 are engaged in various executive, operating, training, distribution and administrative functions in our support center, division offices, administrative offices and distribution centers and the remainder are engaged in store operations. None of our team members are subject to a collective bargaining agreement.

Competition

We are the largest arts and crafts specialty retailer in North America based on store count. The market in which we compete is highly fragmented and includes stores across the U.S. and Canada operated primarily by small, independent retailers along with a few regional and national chains. We believe customers choose where to shop based upon store location, breadth of selection, price, quality of merchandise, availability of product and customer service. We compete with many different types of retailers and classify our competition within the following categories:

- Multi-store chains. This category consists of several multi-store chains, each operating more than 100 stores, including: Hobby Lobby Stores, Inc., which operates approximately 840 stores in 47 states; Jo-Ann Stores, Inc., which operates approximately 880 stores in 49 states; and A.C. Moore Arts & Crafts, Inc., which operates approximately 150 stores primarily in the Eastern U.S. We believe all of these chains are smaller than Michaels with respect to net sales.

- Mass merchandisers. This category of retailers typically dedicate a portion of their selling space to a limited selection of home décor, arts and crafts supplies and seasonal merchandise, but they do seek to capitalize on the latest trends by stocking products that are complementary to those trends and their current merchandise offerings. These mass merchandisers generally have limited customer service staffs with minimal experience in crafting projects.

- Small, local specialty retailers. This category includes local independent arts and crafts retailers and custom framing shops. Typically, these stores are single-store operations managed by the owner. These stores generally have limited resources for advertising, purchasing and distribution. Many of these stores have established a loyal customer base within a given community and compete based on relationships and customer service.

· Internet. This category includes all internet-based retailers that sell arts and crafts merchandise, completed projects and online custom framing. Our internet competition is inclusive of those companies discussed in the categories above, as well as others that may only sell products online. These retailers provide consumers with the ability to search and compare products and prices without having to visit a physical store. These sellers generally offer a wide variety of products but do not offer product expertise or project advice.

Trademarks and Service Marks

As of February 2, 2019, we own or have rights to trademarks, service marks or trade names we use in connection with the operation of our business, including “Aaron Brothers”, “Artistree”, “Darice”, “Lamrite”, “Michaels”, “Michaels the Arts an Crafts Store”, “Pat Catan’s”, “Recollections”, “Make Creativity Happen”, “Where Creativity Happens”, and the stylized Michaels logo. We have registered our primary private brands including Recollections®, Studio Decor®, Bead Landing®, Creatology®, Ashland®, Celebrate It®, ArtMinds®, Artist’s Loft®, Craft Smart®, Loops & Threads®, Make Market®, Foamies®, LockerLookz®, Imagin8® and Sticky Sticks® and various sub-brands associated with these primary marks. Solely for convenience, some of the trademarks, service marks and trade names referred to in this Annual Report on Form 10-K are listed without the copyright, trademark and registered trademark symbols, but we will assert, to the fullest extent under applicable law, our rights to our copyrights, trademarks, service marks, trade names and domain names.

Table of Contents

Available Information

We provide links to our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports, and other documents filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), on our internet website, free of charge, at www.michaels.com under the heading “Investor Relations”. These reports are available after we electronically file them with the Securities and Exchange Commission (“SEC”) through the SEC’s EDGAR system at www.sec.gov.

We use our website (www.michaels.com) as a means of disclosing material non-public information and for complying with our disclosure obligations under Regulation Fair Disclosure promulgated by the SEC. These disclosures are included on our website in the “Investor Relations” section. Accordingly, investors should monitor this portion of our website, in addition to following our press releases, SEC filings, public conference calls and webcasts.

We webcast our earnings calls and certain events we participate in or host with members of the investment community on the investor relations section of our website. Additionally, we provide notifications of news or announcements regarding press and earnings releases as part of the investor relations section of our website. The contents of our website are not part of this Annual Report on Form 10-K, or any other report we file with, or furnish to, the SEC.

ITEM 1A. RISK FACTORS.

Our business is subject to various risks and uncertainties. The risks described below are those we believe are the material risks we face. Any of the risk factors described below, as well as risks not currently known to us, could significantly and adversely affect our business, cash flows, financial condition, results of operations, liquidity or access to sources of financing.

We face risks related to the effect of economic uncertainty.

In the event of an economic downturn or slow recovery, our growth, prospects, results of operations, cash flows and financial condition could be adversely impacted. Our stores offer arts and crafts supplies and products for the crafter and custom framing for the do-it-yourself home decorator, which are viewed as discretionary items. Pressure on discretionary income brought on by economic downturns and slow recoveries, including housing market declines, rising energy prices and weak labor markets, may cause consumers to reduce the amount they spend on discretionary items. The inherent uncertainty related to predicting economic conditions makes it difficult for us to accurately forecast future demand trends, which could cause us to purchase excess inventories, resulting in increases in our inventory carrying cost, or limit our ability to satisfy customer demand and potentially lose market share.

We face risks related to our substantial indebtedness.

Our substantial 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 associated with our variable rate debt and prevent us from meeting our obligations under our notes and credit facilities. As of February 2, 2019, we had total outstanding debt of $2,717.5 million, of which $2,207.5 million was subject to variable interest rates and $510.0 million was subject to fixed interest rates. In April 2018, we executed two interest rate swap agreements with an aggregate notional value of $1.0 billion which are intended to mitigate interest rate risk associated with future changes in interest rates for borrowings under our Amended and Restated Term Loan Credit Facility. As a result of these interest rate swaps, our exposure to interest rate volatility for $1.0 billion of our Amended and Restated Term Loan Credit Facility was eliminated beginning in the second quarter of fiscal 2018. As of February 2, 2019, we had $742.7 million of additional borrowing capacity (after giving effect to $107.3 million of letters of credit then outstanding) under our Amended Revolving Credit Facility (as defined below). Our substantial indebtedness could have important consequences to us, including:

- making it more difficult for us to satisfy our obligations with respect to our debt, and any failure to comply with the obligations under our debt instruments, including restrictive covenants, could result in an event of default under the agreements governing our indebtedness;

- increasing our vulnerability to general economic and industry conditions;

Table of Contents

· requiring a substantial portion of our cash flow from operations to be dedicated to the payment of principal and interest on our debt, thereby reducing our ability to use our cash flow to fund our operations, capital expenditures, selling and marketing efforts, product development, future business opportunities and other purposes;

· exposing us to the risk of increased interest rates as certain of our borrowings, including borrowings under our Senior Secured Credit Facilities (as defined below), which consist of the Amended Revolving Credit Facility and the Amended and Restated Term Loan Credit Facility, are at variable rates;

· restricting us from making strategic acquisitions or causing us to make non strategic divestitures;

· limiting our ability to obtain additional financing for working capital, capital expenditures, product development, debt service requirements, acquisitions, and general corporate or other purposes; or

· limiting our ability to plan for, or adjust to, changing market conditions and placing us at a competitive disadvantage compared to our competitors who may be less highly leveraged.

The occurrence of any one of these events could have an adverse effect on our business, financial condition, results of operations, and ability to satisfy our obligations under our indebtedness.

Further, a substantial portion of our long-term indebtedness bears interest at fluctuating interest rates, primarily based on the London interbank offered rate (“LIBOR”). On July 27, 2017, the Financial Conduct Authority (the authority that regulates LIBOR) announced that it intends to stop compelling banks to submit rates for the calculation of LIBOR after 2021. It is unclear whether new methods of calculating LIBOR will be established such that it continues to exist after 2021. The Alternative Reference Rates Committee has proposed the Secured Overnight Financing Rate (“SOFR”) as its recommended alternative to LIBOR, and the Federal Reserve Bank of New York began publishing SOFR rates in April 2018. SOFR is intended to be a broad measure of the cost of borrowing cash overnight collateralized by U.S. Treasury securities. It is unknown whether SOFR or any potential alternative reference rate will attain market acceptance as replacements for LIBOR and, as such, the potential effect on our results from operations is unknown.

We and our subsidiaries may be able to incur substantial additional indebtedness in the future, subject, in the case of MSI and Michaels Funding, Inc. (“Holdings”) and their subsidiaries, to the restrictions contained in our Senior Secured Credit Facilities and the indenture governing our notes. In addition, our Senior Secured Credit Facilities and indenture governing our notes do not restrict us from creating new holding companies that may be able to incur indebtedness without regard to the restrictions set forth in our Senior Secured Credit Facilities and indenture governing our notes. If new indebtedness is added to our current debt levels, the related risks that we now face could intensify.

Our debt agreements contain restrictions that limit our flexibility in operating our business.

Our Senior Secured Credit Facilities and the indenture governing our notes contain various covenants that limit our ability to engage in specified types of transactions. These covenants limit the ability of the relevant borrowers, issuers, guarantors and their restricted subsidiaries to, among other things:

· incur or guarantee additional debt;

· pay dividends or distributions on their capital stock or redeem, repurchase or retire their capital stock or indebtedness;

· issue stock of subsidiaries;

· make certain investments, loans, advances and acquisitions;

· create liens on our assets to secure debt;

· enter into transactions with affiliates;

Table of Contents

- merge or consolidate with another company; or

- sell or otherwise transfer assets.

In addition, under the Amended and Restated Term Loan Credit Facility and the Amended Revolving Credit Facility, MSI is required to meet specified financial ratios in order to undertake certain actions, and under certain circumstances, MSI may be required to maintain a specified fixed charge coverage ratio under the Amended Revolving Credit Facility. Our ability to meet those tests can be affected by events beyond our control, and we cannot assure you we will meet them. A breach of any of these covenants could result in a default under our Senior Secured Credit Facilities, which could also lead to an event of default under our notes if any of the Senior Secured Credit Facilities were accelerated. Upon the occurrence of an event of default under our Senior Secured Credit Facilities, the lenders could elect to declare all amounts outstanding under our Senior Secured Credit Facilities to be immediately due and payable and terminate all commitments to extend further credit. If we were unable to repay those amounts, the lenders under our Senior Secured Credit Facilities could proceed against the collateral granted to them to secure such indebtedness. Holdings, MSI and certain of MSI’s subsidiaries have pledged substantially all of their assets, including the capital stock of MSI and certain of its subsidiaries, as collateral under our Senior Secured Credit Facilities. If the indebtedness under our Senior Secured Credit Facilities or our notes were to be accelerated, our assets may not be sufficient to repay such indebtedness in full.

Changes in customer demand could materially adversely affect our sales, results of operations and cash flow.

Our success depends on our ability to anticipate and respond in a timely manner to changing customer demands and preferences for products and supplies used in creative activities. If we misjudge the market, we may significantly overstock unpopular products and be forced to take significant inventory markdowns, or experience shortages of key items, either of which could have a material adverse impact on our operating results and cash flow. In addition, adverse weather conditions, economic instability and consumer confidence volatility could have material adverse impacts on our sales and operating results.

Competition, including internet-based competition, could negatively impact our business.

The retail arts and crafts industry, including custom framing, is competitive, which could result in pressure to reduce prices and losses in our market share. We must remain competitive in the areas of quality, price, breadth of selection, customer service and convenience to retain and grow our market share. We compete with mass merchants, which dedicate a portion of their selling space to a limited selection of craft supplies and seasonal and holiday merchandise, along with national and regional chains and local merchants. We also compete with specialty retailers, which include Hobby Lobby Stores, Inc., A.C. Moore Arts & Crafts, Inc. and Jo Ann Stores, Inc. Some of our competitors, particularly the mass merchants, are larger and have greater financial resources than we do. We also face competition from internet based retailers, such as Amazon.com, Inc., in addition to traditional store based retailers, who may be larger, more experienced and able to offer products we cannot. This could result in increased price competition since our customers could more readily search and compare non private brand products. Furthermore, we ultimately compete with alternative sources of entertainment and leisure for our customers.

A weak fourth quarter would materially adversely affect our result of operations.

Our business is highly seasonal. Our inventories and short-term borrowings may grow in the third fiscal quarter as we prepare for our peak selling season in the third and fourth fiscal quarters. Our most important quarter in terms of sales, profitability and cash flow historically has been the fourth fiscal quarter. If for any reason our fourth fiscal quarter results were substantially below expectations, our operating results for the full year would be materially adversely affected, and we could have substantial excess inventory, especially in seasonal merchandise, that is difficult to liquidate.

Unexpected or unfavorable consumer responses to our promotional or merchandising programs could have a materially adverse effect on our sales, results of operations, cash flow and financial condition.

Brand recognition, quality and price have a significant influence on consumers' choices among competing products and brands. Advertising, promotion, merchandising and the cadence of new product introductions also have a significant impact on consumers' buying decisions. If we misjudge consumer responses to our existing or future

Table of Contents

promotional activities, this could have a material adverse impact on our sales, results of operations, cash flow and financial condition.

We believe improvements in our merchandise offering help drive sales at our stores. If we experience poor execution of changes to our merchandise offering or experience unexpected consumer responses to changes in our merchandise offering, our sales, results of operations and cash flow could be materially adversely affected.

Evolving foreign trade policy (including tariffs imposed on certain foreign-made goods) may adversely affect our business.

Our products are sourced from a wide variety of suppliers, including from suppliers overseas, particularly in China. In addition, some of the products that we purchase from vendors in the U.S. also depend, in whole or in part, on suppliers located outside the U.S. On September 18, 2018, the Office of the U.S. Trade Representative announced that, effective September 24, 2018, the U.S. would impose a 10% tariff on approximately $200 billion worth of imports from China into the U.S. Certain of our products are subject to these tariffs. The U.S. has also stated that if a trade agreement with China is not reached, the 10% tariff will be increased to 25%. Further, tariffs may be imposed on additional products sourced from China if a trade agreement is not reached.

If additional tariffs are imposed on our products, or other retaliatory trade measures are taken, our costs could increase and we may be required to raise our prices, which could result in the loss of customers and adversely affect our operating performance. To mitigate tariff risks with China, we may also seek to shift production outside of China, which could result in increased costs and disruption to our operations.

Our reliance on foreign suppliers increases our risk of not obtaining adequate, timely and cost-effective product supplies.

To a significant extent, we rely on foreign manufacturers for our merchandise, particularly manufacturers located in China. In addition, many of our domestic suppliers purchase a portion of their products from foreign sources. This reliance increases the risk that we will not have adequate and timely supplies of various products due to local political, economic, social or environmental conditions (including acts of terrorism, the outbreak of war or the occurrence of a natural disaster), transportation delays (including dock strikes and other work stoppages), restrictive actions by foreign governments, or changes in U.S. laws and regulations affecting imports or domestic distribution. Reliance on foreign manufacturers also increases our exposure to trade infringement claims and reduces our ability to return product for various reasons.

We are at a risk for higher costs associated with goods manufactured in China. Significant increases in wages or wage taxes paid by contract facilities may increase the cost of goods manufactured, which could have a material adverse effect on our profit margins and profitability.

All of our products manufactured overseas and imported into the U.S. are subject to duties collected by the U.S. Customs Service. We may be subjected to additional duties or tariffs, significant monetary penalties, the seizure and forfeiture of the products we are attempting to import, or the loss of import privileges if we or our suppliers are found to be in violation of U.S. laws and regulations applicable to the importation of our products.

Our results may be adversely affected by serious disruptions or catastrophic events, including geo-political events and weather.

Unforeseen public health issues, such as pandemics and epidemics, and geo political events, such as civil unrest in a country in which our suppliers are located or terrorist or military activities disrupting transportation, communication or utility systems, as well as natural disasters such as hurricanes, tornadoes, floods, earthquakes and other adverse weather and climate conditions, whether occurring in the U.S. or abroad, particularly during peak seasonal periods, could disrupt our operations or the operations of one or more of our vendors, or could severely damage or destroy one or more of our stores or distribution facilities located in the affected areas. For example, day to day operations, particularly our ability to receive products from our vendors or transport products to our stores, could be adversely affected, or we could be required to close stores or distribution centers in the affected areas or in areas served by the affected distribution center. These factors could also cause consumer confidence and spending to decrease or result in increased volatility in the U.S. and global financial markets and economy. Such occurrences could significantly impact our operating results and financial performance. For example, during fiscal 2017, more than 100 of our stores were impacted by weather related to Hurricane Harvey and Irma, resulting in closures and an estimated $10 million in lost sales.

We have experienced a data breach in the past and any future failure to adequately maintain security and prevent unauthorized access to electronic and other confidential information could result in an additional data breach which could materially adversely affect our reputation, financial condition and operating results.

The protection of our customer, team members and Company data is critically important to us. Our customers and team members have a high expectation that we will adequately safeguard and protect their sensitive personal information. We have become increasingly centralized and dependent upon automated information technology processes. In addition, a large portion of our business operations is conducted electronically, increasing the risk of attack or interception that could cause loss or misuse of data, system failures or disruption of operations. This risk has increased with the launch of our e commerce platform in fiscal 2014. Improper activities by third parties, exploitation of encryption technology, new data hacking tools and discoveries and other events or developments may result in a future compromise or breach of our networks, payment card terminals or other payment systems. In particular, the techniques used by criminals to obtain unauthorized access to sensitive data change frequently and often are not recognized until launched against a target; accordingly, we may be unable to anticipate these techniques or implement adequate preventative measures. Any failure to maintain the security of our customers' sensitive information, or data belonging to ourselves or our suppliers, could put us at a competitive disadvantage, result in deterioration of our customers' confidence in us, and subject us to potential litigation, liability, fines and penalties, resulting in a possible material adverse impact on our financial condition and results of operations. While we maintain insurance coverage that may, subject to policy terms and conditions, cover certain aspects of cyber risks, such insurance coverage may be insufficient to cover all losses and would not remedy damage to our reputation. There can be no assurance that we will not suffer a criminal attack in the future, that unauthorized parties will not gain access to personal information, or that any such incident will be discovered in a timely manner.

We may be subject to information technology system failures or network disruptions, or our information systems may prove inadequate, resulting in damage to our reputation, business operations and financial condition.

We depend on our management information systems for many aspects of our business, including our perpetual inventory, automated replenishment and weighted-average cost stock ledger systems which are necessary to properly forecast, manage, analyze and record our inventory. The Company may be subject to information technology system failures and network disruptions. These may be caused by natural disasters, accidents, power disruptions, telecommunications failures, acts of terrorism or war, denial of service attacks, computer viruses, physical or electronic break ins, or similar events or disruptions. System redundancy may be ineffective or inadequate, and the Company's disaster recovery planning may not be sufficient for all eventualities. Such failures or disruptions could prevent access to our online services and preclude store transactions. System failures and disruptions could also impede the manufacturing and shipping of products, transactions processing and financial reporting. Additionally, we may be materially adversely affected if we are unable to adequately upgrade, maintain and expand our systems.

Our growth depends on our ability to increase comparable store sales and to open new stores.

We anticipate our sales growth will primarily come from increasing comparable store sales. Profitability growth would then depend significantly on our ability to improve gross margin. Another business strategy is to continue to expand our base of retail stores. We may be unable to continue our store growth strategy if we cannot identify suitable sites for additional stores, negotiate acceptable leases, access sufficient capital to support store growth, or hire and train a sufficient number of qualified team members. If we are unable to accomplish these strategies, our ability to increase our sales, profitability and cash flow could be impaired.

Damage to the reputation of the Michaels brand or our private and exclusive brands could adversely affect our sales.

We believe the Michaels brand name and many of our private and exclusive brand names are powerful sales and marketing tools and we devote significant resources to promoting and protecting them. To be successful in the future, we must continue to preserve, grow and utilize the value of Michaels reputation. Reputational value is based in large part on perceptions of subjective qualities, and even isolated incidents may erode trust and confidence. In addition, we develop and promote private and exclusive brands, which we believe have national recognition. Our Michaels private brands totaled approximately 60% of net sales in fiscal 2018. Damage to the reputations (whether or not justified) of our brand names could arise from product failures, data privacy or security incidents, litigation or various forms of adverse publicity

Table of Contents

(including adverse publicity generated as a result of a vendor's or a supplier's failure to comply with general social accountability practices), especially in social media outlets, and may generate negative customer sentiment, potentially resulting in a reduction in our sales and earnings.

We face risks associated with the suppliers from whom our products are sourced and transitioning to other qualified vendors could materially adversely affect our revenue and profit growth.

The products we sell are sourced from a wide variety of domestic and international vendors. Global sourcing has become an increasingly important part of our business, as we have undertaken efforts to increase the amount of product we source directly from overseas manufacturers. Our ability to find qualified vendors who meet our standards and supply products in a timely and efficient manner is a significant challenge, especially with respect to goods sourced from outside the U.S. Any issues related to transitioning vendors could adversely affect our revenue and gross profit.

Many of our suppliers are small firms that produce a limited number of items. Given their limited resources, these firms are susceptible to cash flow issues, access to capital, production difficulties, quality control issues and problems in delivering agreed upon quantities on schedule. We may not be able, if necessary, to return products to these suppliers and obtain refunds of our purchase price or obtain reimbursement or indemnification from them if their products prove defective. These suppliers may also be unable to withstand a downturn in economic conditions. Significant failures on the part of our key suppliers could have a material adverse effect on our results of operations.

In addition, many of these suppliers require extensive advance notice of our requirements to supply products in the quantities we desire. This long lead time may limit our ability to respond timely to shifts in demand.

Changes in regulations or enforcement, or our failure to comply with existing or future regulations, may adversely impact our business.

We are subject to federal, state and local regulations with respect to our operations in the U.S. We are further subject to federal, provincial and local regulations internationally, including in Canada and China, each of which are distinct from those in the U.S., and may be subject to greater international regulation as our business expands. There are a number of legislative and regulatory initiatives that could adversely impact our business if they are enacted or enforced. Those initiatives include wage or workforce issues (such as minimum wage requirements, overtime and other working conditions and citizenship requirements), collective bargaining matters, environmental regulation, price and promotion regulation, trade regulations and others.

Changes in tax regulations may also change our effective tax rate as our business is subject to a combination of applicable tax rates in the various countries, states and other jurisdictions in which we operate. New accounting pronouncements and interpretations of existing accounting rules and practices have occurred and may occur in the future. A change in accounting standards or tax regulations can have a significant effect on our reported results of operations.

Failure to comply with legal requirements could result in, among other things, increased litigation risk that could affect us adversely by subjecting us to significant monetary damages and other remedies or by increasing our litigation expenses, administrative enforcement actions, fines and civil and criminal liability. We are currently subject to various class action lawsuits alleging violations of wage and workforce laws and similar matters. If such issues become more expensive to address, or if new issues arise, they could increase our expenses, generate negative publicity, or otherwise adversely affect us.

Significant increases in inflation or commodity prices, such as petroleum, natural gas, electricity, steel, wood and paper, may adversely affect our costs, including cost of merchandise.

Significant future increases in commodity prices or inflation could adversely affect our costs, including cost of merchandise and distribution costs. Furthermore, the transportation industry may experience a shortage or reduction of capacity, which could be exacerbated by higher fuel prices. Our results of operations may be adversely affected if we are unable to secure, or are able to secure only at significantly higher costs, adequate transportation resources to fulfill our receipt of goods or delivery schedules to the stores.

Table of Contents

Improvements to our supply chain may not be fully successful.

An important part of our efforts to achieve efficiencies, cost reductions and sales and cash flow growth is the identification and implementation of improvements to our supply chain, including merchandise ordering, transportation, direct sourcing initiatives and receipt processing. We continue to implement enhancements to our distribution systems and processes, which are designed to improve efficiency throughout the supply chain and at our stores. If we are unable to successfully implement significant changes, this could disrupt our supply chain, which could have a material adverse impact on our results of operations.

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 Canadian operating subsidiaries purchase inventory in U.S. dollars, which is sold in Canadian dollars and exposes us to foreign exchange rate fluctuations. In addition, our customers at border locations can be sensitive to cross border price differences. Substantial foreign currency fluctuations could adversely affect our business. In fiscal 2018, exchange rates had a negative impact on our consolidated operating results due to a 5% decrease in the Canadian exchange rate.

The Company’s ability to execute its strategic initiatives could be impaired if it fails to identify a permanent Chief Executive Officer and retain its senior management team.

Carl S. Rubin transitioned out of his role as Chief Executive Officer, effective February 28, 2019, and is expected to transition out of his role as Chairman of the Board of Directors by April 1, 2019. The Board has appointed Mark S. Cosby to act as the Company’s Interim Chief Executive Officer while the Company conducts a search for a permanent CEO. Leadership transitions can be inherently difficult to manage, and an inadequate transition to a permanent CEO may cause disruption to our business due to, among other things, diverting management’s attention away from the Company’s financial and operational goals or causing a deterioration in morale. In addition, if we are unable to attract and retain a qualified candidate to become our permanent CEO in a timely manner, as well as retain our key senior executives, our ability to meet our financial and operational goals and strategic plans may be adversely impacted, as well as our financial performance.

Any difficulty executing or integrating an acquisition, a business combination or a major business initiative could adversely affect our business or results of operations.

Any difficulty in executing or integrating an acquisition, a business combination or a major business initiative may result in our inability to achieve anticipated benefits from these transactions in the time frame that we anticipate, or at all, which could adversely affect our business or results of operations. Such transactions may also disrupt the operation of our current activities and divert management's attention from other business matters. In addition, the Company’s current credit agreements place certain limited constraints on our ability to make an acquisition or enter into a business combination, and future borrowing agreements could place tighter constraints on such actions.

Our marketing programs, e-commerce initiatives and use of consumer information are governed by an evolving set of laws and enforcement trends and unfavorable changes in those laws or trends, or our failure to comply with existing or future laws, could substantially harm our business and results of operations.

We collect, maintain and use data provided to us through our loyalty program, online activities and other customer interactions in our business. Our current and future marketing programs depend on our ability to collect, maintain and use this information, and our ability to do so is subject to certain contractual restrictions in third party contracts as well as evolving international, federal and state laws and enforcement trends. We strive to comply with all applicable laws and other legal obligations relating to privacy, data protection and consumer protection, including those relating to the use of data for marketing purposes. It is possible, however, that these requirements may be interpreted and applied in a manner that is inconsistent from one jurisdiction to another, may conflict with other rules or may conflict with our practices. If so, we may suffer damage to our reputation and be subject to proceedings or actions against us by governmental entities or others. Any such proceeding or action could hurt our reputation, force us to spend significant amounts to defend our practices, distract our management, increase our costs of doing business and result in monetary liability.

Table of Contents

In addition, as data privacy and marketing laws change, we may incur additional costs to ensure we remain in compliance with such laws. If applicable data privacy and marketing laws become more restrictive at the international, federal or state level, our compliance costs may increase, our ability to effectively engage customers via personalized marketing may decrease, our investment in our e commerce platform may not be fully realized, our opportunities for growth may be curtailed by our compliance capabilities or reputational harm and our potential liability for security breaches may increase.

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 operations, cash flow and financial condition.

We are subject to regulations by a variety of federal, state and international regulatory authorities, including the Consumer Product Safety Commission. In fiscal 2018, we purchased merchandise from approximately 700 vendors. Since a majority of our merchandise is manufactured in foreign countries, one or more of our vendors may not adhere to product safety requirements or our quality control standards, and we may not identify the deficiency before merchandise ships to our stores. Any issues of product safety, including but not limited to those manufactured in foreign countries, could cause us to recall some of those products. If our vendors fail to manufacture or import merchandise that adheres to our quality control standards, our reputation and brands could be damaged, potentially leading to increases in customer litigation against us. Furthermore, to the extent we are unable to replace any recalled products, we may have to reduce our merchandise offerings, resulting in a decrease in sales, especially if a recall occurs near or during a seasonal period. If our vendors are unable or unwilling to recall products failing to meet our quality standards, we may be required to recall those products at a substantial cost to us. Moreover, changes in product safety or other consumer protection laws could lead to increased costs to us for certain merchandise, or additional labor costs associated with readying merchandise for sale. Long lead times on merchandise ordering cycles increase the difficulty for us to plan and prepare for potential changes to applicable laws. The Consumer Product Safety Improvement Act of 2008 imposes significant requirements on manufacturing, importing, testing and labeling requirements for our products. In the event that we are unable to timely comply with regulatory changes or regulators do not believe we are complying with current regulations applicable to us, significant fines or penalties could result and could adversely affect our reputation, results of operations, cash flow and financial condition.

Our total assets include intangible assets, goodwill and substantial amounts of property and equipment. Changes in estimates or projections used to assess the fair value of these assets, or operating results that are lower than our current estimates at certain store locations, may cause us to incur impairment charges that could adversely affect our results of operation.

Our total assets include intangible assets, goodwill and substantial amounts of property and equipment. We make certain estimates and projections in connection with impairment analyses for these long-lived assets, in accordance with Financial Accounting Standards Board Accounting Standards Codification ("ASC") 360, "Property, Plant and Equipment", and ASC 350, "Intangibles—Goodwill and Other". We also review the carrying value of these assets for impairment on an annual basis and whenever events or changes in circumstances indicate that the carrying value of the asset may not be recoverable. We will record an impairment loss when the carrying value of the underlying asset,

asset group or reporting unit exceeds its fair value. These calculations require us to make a number of estimates and projections of future results. If these estimates or projections change, we may be required to record additional impairment charges on certain of these assets. If these impairment charges are significant, our results of operations would be adversely affected.

Disruptions in the capital markets could increase our costs of doing business.

Any disruption in the capital markets could make it difficult for us to raise additional capital when needed, or to eventually refinance our existing indebtedness on acceptable terms or at all. Similarly, if our suppliers face challenges in obtaining credit when needed, or otherwise face difficult business conditions, they may become unable to offer us the merchandise we use in our business thereby causing reductions in our revenues, or they may demand more favorable payment terms, all of which could adversely affect our results of operations, cash flow and financial condition.

Our real estate leases generally obligate us for long periods, which subject us to various financial risks.

We lease virtually all of our store, distribution center and administrative locations, generally for long terms. While we have the right to terminate some of our leases under specified conditions by making specified payments, we may not

Table of Contents

be able to terminate a particular lease if or when we would like to do so. If we decide to close stores, we are generally required to continue paying rent and operating expenses for the balance of the lease term, or pay to exercise rights to terminate, and the performance of any of these obligations may be costly. When we assign or sublease vacated locations, we may remain liable on the lease obligations if the assignee or sublessee does not perform. In addition, when leases for the stores in our ongoing operations expire, we may be unable to negotiate renewals, either on commercially acceptable terms, or at all, which could cause us to close stores. Accordingly, we are subject to the risks associated with leasing real estate, which can have a material adverse effect on our results.

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 place significant reliance on third party providers for the co sourcing of certain of our information technology (“IT”), accounts payable, payroll, accounting and human resources functions. This co sourcing initiative is a component of our ongoing strategy to increase efficiencies, increase our IT capabilities, manage our costs and seek additional cost savings. These functions are generally performed in offshore locations. As a result, we rely on third parties to ensure that certain functional needs are sufficiently met. This reliance subjects us to risks arising from the loss of control over these processes, changes in pricing that may affect our operating results, and potentially, termination of provision of these services by our suppliers. If our service providers fail to perform, we may have difficulty arranging for an alternate supplier or rebuilding our own internal resources, and we could incur significant costs, all of which may have a significant adverse effect on our business. We may co source other administrative functions in the future, which would further increase our reliance on third parties. Further, the use of offshore service providers may expose us to risks related to local political, economic, social or environmental conditions (including acts of terrorism, the outbreak of war, or the occurrence of natural disaster), restrictive actions by foreign governments or changes in U.S. laws and regulations.

Failure to attract and retain quality sales, distribution center and other team members in appropriate numbers as well as experienced buying and management personnel could adversely affect our performance.

Our performance depends on recruiting, developing, training and retaining quality sales, distribution center and other team members in large numbers as well as experienced buying and management personnel. Many of our store level team members are in entry level or part time positions with historically high rates of turnover. Our ability to meet our labor needs while controlling labor costs is subject to external factors such as unemployment levels, prevailing wage rates, minimum wage legislation, changing demographics, health and other insurance costs and governmental labor and employment requirements. In the event of increasing wage rates, if we fail to increase our wages competitively, the quality of our workforce could decline, causing our customer service to suffer, while increasing our wages could cause our earnings to decrease. The market for retail management is highly competitive and, similar to other retailers, we face challenges in securing sufficient management talent. If we do not continue to attract, train and retain quality team members, our performance could be adversely affected.

The Sponsors have significant influence over us and their interest may conflict with yours or those of our Company.

Affiliates of, or funds advised by, Bain Capital Partners, LLC and The Blackstone Group L.P. (together the "Sponsors") beneficially owned approximately 46% of our outstanding common stock as of February 2, 2019. As long as the Sponsors continue to hold a significant portion of our outstanding common stock, they will be able to strongly influence or effectively control our decisions, and their interests may conflict with yours or those of our Company.

Because our executive officers hold or may hold restricted shares or option awards that will vest upon a change of control, these officers may have interests in us that conflict with yours.

Our executive officers hold or may hold restricted shares and options to purchase shares that would automatically vest upon a change of control. As a result, these officers may view certain change of control transactions more favorably than an investor due to the vesting opportunities available to them and, as a result, may have an economic incentive to support a transaction that may not be viewed as favorable by other stockholders.

Table of Contents

Our holding company structure makes us, and certain of our direct and indirect subsidiaries, dependent on the operations of our, and their, subsidiaries to meet our financial obligations.

We, and certain of our direct and indirect subsidiaries, have no significant assets other than the interest in direct and indirect subsidiaries, including MSI. As a result, we, and certain of our direct and indirect subsidiaries, rely exclusively upon payments, dividends and distributions from direct and indirect subsidiaries' cash flows. Our ability to pay dividends, if any are declared, to our shareholders is dependent on the ability of our subsidiaries to generate sufficient net income and cash flows to pay upstream dividends and make loans or loan repayments.

Our common stock price has been and may continue to be volatile, which may result in losses to our stockholders.

The stock market in general has been extremely volatile and companies have recently experienced sharp share price and trading volume changes. The trading price of our common stock is likely to be volatile and could fluctuate widely in response to, among other things, the risk factors described in this report and other factors beyond our control such as fluctuations in the operations or valuations of companies perceived by investors to be comparable to us, our ability to meet analysts' expectations, our trading volume, the impact of any stock repurchase program or conditions or trends in the retail industry. General economic and political conditions unrelated to our performance may also adversely affect the price of our common stock. As a result, the market price of our common stock is likely to be similarly volatile and investors in our common stock may experience a decrease, which could be substantial, in the value of their stock, including decreases unrelated to our operating performance or prospects, and could lose part or all of their investment. Since listing our common stock on The NASDAQ Global Select Market in June 2014 in connection with our initial public offering ("IPO"), the price of our common stock has ranged from a low of $12.48 on December 24, 2018 to a high of $31.37 on June 6, 2016.

In the past, securities class action litigation has often been initiated against companies following periods of volatility in their stock price. This type of litigation could result in substantial costs and divert our management's attention and resources, and could also require us to make substantial payments to satisfy judgments or to settle litigation.

Provisions in our charter documents and Delaware law may deter takeover efforts that may be beneficial to stockholder value.

Delaware law and provisions in our certificate of incorporation and bylaws could make it harder for a third party to acquire us, even if doing so might be beneficial to our stockholders. These provisions include limitations on our stockholders' ability to act by written consent. In addition, our Board has the right to issue preferred stock without stockholder approval that could be used to dilute a potential hostile acquirer. Our certificate of incorporation imposes some restrictions on mergers and other business combinations between us and any holder of 15% or more of our outstanding common stock other than the Sponsors, who own approximately 46% of our outstanding common stock as of February 2, 2019. As a result, you may lose your ability to sell your stock for a price in excess of the prevailing market price due to these protective measures and efforts by stockholders to change the direction or management of the Company may be unsuccessful.

Our certificate of incorporation designates the Court of Chancery of the State of Delaware as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees.

Our certificate of incorporation provides that, subject to limited exceptions, the Court of Chancery of the State of Delaware will be the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee to us or our stockholders, (iii) any action asserting a claim against us arising pursuant to any provision of the Delaware General Corporation Law or our certificate of incorporation or the bylaws or (iv) any action asserting a claim against us governed by the internal affairs doctrine. Any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock shall be deemed to have notice of and to have consented to the provisions of our certificate of incorporation described above. This choice of forum provision may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees, which may discourage such lawsuits against us and our directors, officers and employees. Alternatively, if a court were to find these provisions of our certificate of incorporation inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings, we may incur additional costs associated with resolving such matters in other jurisdictions, which could adversely affect our business and financial condition.

Table of Contents

Because we have no current plans to pay cash dividends on our common stock for the foreseeable future, you may not receive any return on investment unless you sell your common stock for a price greater than you paid.

We plan to retain future earnings, if any, for future operation, expansion and debt repayment and have no current plans to pay any cash dividends for the foreseeable future. Any decision to declare and pay dividends in the future will be made at the discretion of our Board and will depend on, among other things, our results of operations, financial condition, cash requirements, contractual restrictions and other factors that our Board may deem relevant. In addition, our ability to pay dividends may be limited by covenants of any existing and future outstanding indebtedness we or our subsidiaries incur, including our Senior Secured Credit Facilities. As a result, you may not receive any return on an investment in our common stock unless you sell our common stock for a price greater than you paid.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

Not applicable.

Table of Contents

ITEM 2. PROPERTIES

We lease substantially all of the sites for our stores, with the majority of our stores having initial lease terms of approximately 10 years. The leases are generally renewable, with increases in lease rental rates. Lessors have made leasehold improvements to prepare our stores for opening under a majority of our existing leases. As of February 2, 2019, in connection with stores that we plan to open or relocate in future fiscal years, we had signed 36 leases. Management believes our facilities are suitable and adequate for our business as presently conducted.

As of February 2, 2019, we leased the following non-store facilities:

Locations	Square Footage
Distribution centers:	
Hazleton, Pennsylvania	692,000
Jacksonville, Florida	506,000
Lancaster, California	763,000
Centralia, Washington	718,000
New Lenox, Illinois	693,000
Haslet, Texas	433,000
Strongsville, Ohio (Darice warehouse)	287,000
	4,092,000
Artistree:	
DFW Airport, Texas (regional processing and fulfillment operations center)	271,000
Kernersville, North Carolina (manufacturing plant and regional processing center)	156,000
Mississauga, Ontario (regional processing center)	62,000
	489,000
Office space:	
Irving, Texas (corporate office support center)	296,000
Strongsville, Ohio (Lamrite office support center)	557,000
Atlanta, Georgia (Darice showroom)	6,000
Mississauga, Ontario (Canadian regional office)	3,000
Kowloon Bay, Hong Kong (regional sourcing office)	4,000
Ningbo, China (regional sourcing office)	22,000
	888,000
Coppell, Texas (new store staging warehouse)	82,000
	5,551,000

Table of Contents

The following table indicates the number of our retail stores located in each state or province as of February 2, 2019:

State/Province	Number of Michaels Stores
Alabama	13
Alaska	4
Alberta	23
Arizona	28
Arkansas	5
British Columbia	17
California	135
Colorado	23
Connecticut	22
Delaware	5
District of Columbia	1
Florida	85
Georgia	35
Idaho	7
Illinois	43
Indiana	18
Iowa	8
Kansas	8
Kentucky	12
Louisiana	16
Maine	3
Manitoba	4
Maryland	27
Massachusetts	32
Michigan	35
Minnesota	23
Mississippi	7
Missouri	21
Montana	5
Nebraska	6
Nevada	10
New Brunswick	3
New Hampshire	11
New Jersey	32
New Mexico	4
New York	64
Newfoundland and Labrador	1
North Carolina	37
North Dakota	3
Nova Scotia	7
Ohio	33
Oklahoma	8
Ontario	59

Oregon	15
Pennsylvania	50
Prince Edward Island	1
Quebec	16
Rhode Island	4
Saskatchewan	3
South Carolina	16
South Dakota	2
Tennessee	16
Texas	90
Utah	14
Vermont	2
Virginia	39
Washington	25
West Virginia	4
Wisconsin	17
Wyoming	1
Total	1,258

Table of Contents

ITEM 3. LEGAL PROCEEDINGS.

Information regarding legal proceedings is incorporated by reference from Note 14 to the consolidated financial statements.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

Common Stock

Our common stock is listed on The NASDAQ Global Select Market under the symbol “MIK”. As of February 2, 2019, there were approximately 380 holders of record of our common stock.

Dividends

The Company does not anticipate paying any cash dividends in the near future. We anticipate that all of our earnings for the foreseeable future will be used to repay debt, to repurchase outstanding shares, for working capital, to support our operations and to finance the growth and development of our business. Any future determination to pay dividends will be at the discretion of our Board, subject to compliance with applicable law and any contractual provisions, including under agreements for indebtedness, that restrict or limit our ability to pay dividends, and will depend upon, among other factors, our results of operations, financial condition, earnings, capital requirements and other factors that our Board may deem relevant. For additional information concerning restrictions relating to agreements for indebtedness, see Note 7 to the consolidated financial statements.

Unregistered Sales of Securities

The following table provides certain information with respect to our purchases of shares of the Company's common stock during the fourth quarter of fiscal 2018:

Period	Total Number of Shares Purchased (a)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan (b)	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plan (b) (in thousands)
November 4, 2018 - December 1, 2018	1,023,067	$ 17.26	1,022,023	$ 398,353
December 2, 2018 - January 5, 2019	2,512	14.64	—	398,353
January 6, 2019 - February 2, 2019	165	13.86	—	398,353
Total	1,025,744	$ 17.25	1,022,023	$ 398,353

(a) These amounts reflect the following transactions during the fourth quarter of fiscal 2018: (i) the repurchase of shares as part of our publicly announced share repurchase program and (ii) the surrender of shares of common stock to the Company to satisfy tax withholding obligations in connection with the vesting of employee restricted stock equity awards.

(b) In September 2018, the Board of Directors authorized the Company to purchase up to $500.0 million of the Company's common stock on the open market or through accelerated share repurchase transactions. The share repurchase program does not have an expiration date. The Company has retired and intends to continue to retire shares repurchased under the program.

Table of Contents

Performance Graph

The following graph shows a comparison of cumulative total return to holders of The Michaels Companies, Inc.'s common shares against the cumulative total return of the S&P 500 Index and S&P 500 Retail Index from June 27, 2014 (the date the Company's stock commenced trading on the NASDAQ Global Select Market) through February 2, 2019. The comparison of the cumulative total returns for each investment assumes that $100 was invested in The Michaels Companies, Inc. common shares and the respective indices on June 27, 2014 through February 2, 2019 including reinvestment of any dividends. Historical share price performance should not be relied upon as an indication of future share price performance.

	6/27/2014	1/31/2015	1/30/2016	1/28/2017	2/3/2018	2/2/2019
The Michaels Companies, Inc.	$ 100.00	$ 151.76	$ 128.24	$ 115.06	$ 153.71	$ 80.06
S&P 500 Index	100.00	103.10	102.41	123.78	152.05	151.96
S&P 500 Retail Index	100.00	108.50	97.18	102.61	111.11	108.68

Table of Contents

ITEM 6. SELECTED FINANCIAL DATA.

The following financial information for the five most recent fiscal years has been derived from our consolidated financial statements. This information should be read in conjunction with the consolidated financial statements and related notes thereto included elsewhere herein.

	Fiscal Year(1)				
	2018	2017	2016(2)	2015	2014
	(in thousands, except earnings per share, other operating and store count data)				
Results of Operations Data:					
Net sales	$ 5,271,944	$ 5,361,960	$ 5,197,292	$ 4,912,782	$ 4,738,144
Restructure charges (3)	104,238	—	—	—	—
Operating income (4)	563,612	735,390	715,280	720,604	626,529
Interest expense	147,085	129,116	126,270	139,405	198,409
Losses on early extinguishments of debt and refinancing costs	1,835	—	7,292	8,485	74,312
Net income (5)	319,545	390,498	378,159	362,912	217,395
Earnings per common share:					
Basic	$ 1.87	$ 2.11	$ 1.84	$ 1.75	$ 1.07
Diluted	$ 1.86	$ 2.10	$ 1.82	$ 1.72	$ 1.05
Weighted-average common shares outstanding:					
Basic	170,610	184,281	204,735	206,845	203,229
Diluted	171,378	185,566	206,354	209,346	207,101
Balance Sheet Data:					
Cash and equivalents	$ 245,887	$ 425,896	$ 298,813	$ 409,391	$ 378,295

Merchandise inventories	1,108,715	1,123,288	1,127,777	1,002,607	958,171
Total current assets	1,515,524	1,676,982	1,542,805	1,507,723	1,423,778
Total assets	2,128,336	2,300,215	2,147,640	2,031,287	1,961,108
Total current liabilities	932,553	957,945	1,024,224	912,860	889,632
Current portion of long-term debt	24,900	24,900	31,125	24,900	24,900
Long-term debt	2,681,000	2,701,764	2,723,187	2,744,942	3,089,781
Total liabilities	3,754,531	3,809,710	3,846,066	3,755,382	4,072,633
Stockholders' deficit	(1,626,195)	(1,509,495)	(1,698,426)	(1,724,095)	(2,111,525)
Other Operating Data:					
Average net sales per selling square foot (6)	$ 227	$ 224	$ 223	$ 223	$ 220
Comparable store sales	0.8 %	0.9 %	(0.5) %	1.8 %	1.7 %
Comparable store sales, at constant currency	0.9 %	0.7 %	(0.4) %	3.2 %	2.4 %
Total selling square footage (in thousands)	22,339	23,749	23,539	22,068	21,605
Stores Open at End of Year:					
Michaels	1,258	1,238	1,223	1,196	1,168
Aaron Brothers	—	97	109	117	120
Pat Catan's	—	36	35	—	—
Total stores open at end of year	1,258	1,371	1,367	1,313	1,288

(1) Fiscal 2017 consisted of 53 weeks while all other periods presented consisted of 52 weeks.

(2) Fiscal 2016 results of operations includes $11.4 million of non-recurring purchase accounting adjustments and integration costs related to the acquisition of Lamrite West, Inc. and certain of its affiliates and subsidiaries ("Lamrite") on February 2, 2016.

(3) The restructure charges primarily relate to the closure of substantially all of our Aaron Brothers stores and the closure of all of our Pat Catan's stores.

(4) Fiscal 2014 operating income includes a $32.3 million charge associated with the IPO primarily related to a $30.2 million fee paid to certain related parties to terminate our management agreement.

(5) Net income for fiscal 2018 and fiscal 2017 includes $1.0 million and $8.5 million, respectively, of net additional income tax expense as a result of the Tax Cuts and Jobs Act of 2017.

(6) The calculation of average net sales per selling square foot includes only Michaels comparable stores.

Table of Contents

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

We report on the basis of a 52- or 53-week fiscal year, which ends on the Saturday closest to January 31. All references to fiscal year mean the year in which that fiscal year began. References to "fiscal 2018" relate to the 52 weeks ended February 2, 2019, references to "fiscal 2017" relate to the 53 weeks ended February 3, 2018 and references to "fiscal 2016" relate to the 52 weeks ended January 28, 2017.

Michaels Stores, Inc. ("MSI") is headquartered in Irving, Texas and was incorporated in the state of Delaware in 1983. In July 2013, MSI was reorganized into a holding company structure and The Michaels Companies, Inc. (the "Company") was incorporated in the state of Delaware in connection with the reorganization.

Fiscal 2018 Overview

With $5,271.9 million in net sales in fiscal 2018, we are the largest arts and crafts specialty retailer in North America (based on store count) providing materials, project ideas and education for creative activities, primarily under the Michaels retail brand. We also operate a wholesale business under the Darice brand name and a market-leading vertically-integrated custom framing business under the Artistree brand name. At February 2, 2019, we operated 1,258 Michaels stores.

Financial highlights for fiscal 2018 include the following:

- Net sales decreased to $5,271.9 million, a 1.7% decrease compared to last year, primarily due to the closure of substantially all of our Aaron Brothers stores and $78.6 million associated with the 53rd week in fiscal 2017.

- Comparable store sales increased 0.8%, or 0.9% at constant exchange rates.

- Our Michaels retail stores' private brand merchandise drove approximately 60% of net sales in fiscal 2018 compared to 58% of net sales in fiscal 2017.

- We recorded restructure charges totaling $104.2 million consisting of $41.7 million related to the closure of substantially all of our Aaron Brothers stores, $57.2 million related to the closure of all of our Pat Catan's stores and $5.3 million of employee-related charges as a result of certain organizational changes made to streamline our operations at our corporate support center.

- We reported operating income of $563.6 million, a decrease of 23.4% from the prior year and net income of $319.5 million, a decrease of 18.2% from the prior year. The decreases are primarily due to restructure charges recorded in fiscal 2018 and the 53rd week of operations in fiscal 2017.

- Adjusted EBITDA, a non-GAAP measure that is a required calculation in our debt agreements, decreased by 6.1%, from $888.5 million in fiscal 2017 to $834.6 million in fiscal 2018 (see “Management Discussion and Analysis of Financial Condition and Results of Operations - Non-GAAP Measures”).

- We recognized approximately $40 million of cost savings in fiscal 2018 as a result of sourcing initiatives that began in fiscal 2016.

- We refinanced our amended term loan credit facility and entered into two interest rate swaps associated with that facility.

- In June 2018, we executed a $250 million accelerated share repurchase agreement (“ASR Agreement’) for delivery of 12.4 million shares of our common stock.

- We repurchased 24.6 million shares under our share repurchase programs for an aggregate amount of $451.9 million, including shares repurchased under the ASR Agreement.

Table of Contents

In fiscal 2018, we made significant progress implementing our strategic initiatives, including:

- repositioning our Aaron Brothers brand as a store-within-a-store to provide custom framing services in all Michaels stores and rebranding Framerspointe.com to AaronBrothers.com;
- creating flexible merchandising space in an additional 238 stores to highlight new product and present stronger, more cohesive seasonal product statements to customers;
- strengthening our omnichannel offering with improvements to the Michaels app and the expansion of our buy online, pick up in store and ship-from-store programs;
- supporting the growth of our e-commerce business by retro-fitting our DFW distribution center to support e-commerce fulfillment, allowing us to maintain greater control over, and lower our costs associated with, our e-commerce order fulfillment process;
- launching a new promotional tool to manage discounts more effectively through the use of targeted offers and serialized coupons;
- customizing our digital communications to customers by using new data analytics capabilities to drive customer insights; and
- generating meaningful cost savings through our ongoing Fuel for Growth and sourcing efforts.

Fiscal 2019 Outlook

In fiscal 2019, we intend to continue to expand our industry leadership through innovation and strategic initiatives such as:

- enhancing our digital platforms and tools to deliver a more seamless, omnichannel customer experience;
- expanding our e-commerce businesses and diversifying our fulfillment processes to drive increased profitability;
- leveraging new data analytical capabilities to help us identify actionable customer insights, create more effective customer communications and enhance our assortment;

- continuing to leverage our size and scale to curate our assortment, both in-store and online, to offer customers more newness, more exclusives and trend-right product; and

- generating meaningful cost savings through our ongoing Fuel for Growth efforts and product sourcing.

Comparable Store Sales

Comparable store sales represents the change in net sales for stores open the same number of months in the comparable period of the previous year, including stores that were relocated or expanded during either period, as well as e-commerce sales. 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 is 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. Comparable store sales exclude the impact of the 53rd week in fiscal 2017. All Aaron Brothers stores have been excluded from comparable stores sales in fiscal 2018.

Table of Contents

Results of Operations

The following table sets forth the percentage relationship to net sales of line items in our 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.

	Fiscal Year					
	2018		2017		2016	
Net sales	100.0	%	100.0	%	100.0	%
Cost of sales and occupancy expense	61.6		60.3		61.0	
Gross profit	38.4		39.7		39.0	
Selling, general and administrative	25.6		25.9		25.2	
Restructure charges	2.0		—		—	
Store pre-opening costs	0.1		0.1		0.1	
Operating income	10.7		13.7		13.8	
Interest expense	2.8		2.4		2.4	
Losses on early extinguishments of debt and refinancing costs	—		—		0.1	
Other (income) expense, net	—		—		—	
Income before income taxes	7.9		11.3		11.2	
Income taxes	1.8		4.0		3.9	
Net income	6.1	%	7.3	%	7.3	%

Fiscal 2018 Compared to Fiscal 2017

Net Sales. Net sales decreased $90.0 million in fiscal 2018, or 1.7%, compared to fiscal 2017. The decrease in net sales was due to a $95.3 million decrease related to the closure of substantially all of our Aaron Brothers stores, a $78.6 million decrease associated with the 53rd week in fiscal 2017 and a $4.6 million decrease in wholesale revenue. The decrease was partially offset by a $49.4 million increase related to 20 additional Michaels stores opened (net of closures) since February 3, 2018 and a $37.9 million increase in comparable store sales. Comparable store sales increased 0.8%, or 0.9% at constant exchange rates, compared to fiscal 2017 due to an increase in average ticket, partially offset by a decrease in customer transactions.

Gross Profit. Gross profit was 38.4% of net sales in fiscal 2018 compared to 39.7% in fiscal 2017. The 130 basis point decrease was primarily due to higher distribution related costs, a change in sales mix, occupancy cost deleverage due to the 53rd week in the prior year and an increase in shrink. The decrease was partially offset by benefits from our ongoing sourcing initiatives.

Selling, General and Administrative. Selling, general and administrative (“SG&A”) was 25.6% of net sales in fiscal 2018 compared to 25.9% in fiscal 2017. SG&A decreased $39.0 million to $1,351.4 million in fiscal 2018. The decrease was primarily due to a $34.7 million decrease related to the Aaron Brothers store closures in fiscal 2018 and a $15.5 million decrease in payroll related expenses primarily due to the 53rd week in fiscal 2017. The decrease was partially offset by a $7.4 million increase associated with operating 20 additional Michaels stores (net of closures).

Restructure Charges. We recorded restructure charges totaling $104.2 million in fiscal 2018 consisting of $41.7 million related to the closure of substantially all of our Aaron Brothers stores, $57.2 million related to the closure of all of our Pat Catan’s stores and $5.3 million of employee-related charges as a result of certain organizational changes made to streamline our operations at our corporate support center.

Interest Expense. Interest expense increased $18.0 million to $147.1 million in fiscal 2018 compared to fiscal 2017. The increase was primarily due to $13.2 million as a result of a higher interest rate on our amended and restated term loan credit facility and $4.6 million related to settlement payments associated with our interest rate swaps.

Losses on Early Extinguishments of Debt and Refinancing Costs. We recorded a loss on the early extinguishment of debt of $1.8 million in fiscal 2018 related to the refinancing of our amended and restated term loan credit facility.

Table of Contents

Income Taxes. The effective tax rate was 23.4% for fiscal 2018 compared to 35.5% for fiscal 2017. The effective tax rate for fiscal 2018 was lower than the same period in the prior year due to benefits recognized related to the Tax Cuts and Jobs Act of 2017 (the “Tax Act”), including a decrease in the federal statutory rate from 35% to 21%.

Fiscal 2017 Compared to Fiscal 2016

Net Sales. Net sales increased $164.7 million in fiscal 2017, or 3.2%, compared to fiscal 2016. The increase in net sales was due to $78.6 million associated with the 53rd week in fiscal 2017, a $49.9 million increase related to 15 additional Michaels stores opened (net of closures) since January 28, 2017 and a $47.8 million increase in comparable store sales. Comparable store sales increased 0.9% compared to fiscal 2016, or 0.7% at constant exchange rates, due to an increase in average ticket and an increase in customer transactions. Wholesale revenue decreased $11.3 million primarily due to the timing differences between new customer acquisitions and the expected decline in sales from legacy customers as a result of the Lamrite acquisition in fiscal 2016.

Gross Profit. Gross profit was 39.7% of net sales in fiscal 2017 compared to 39.0% in fiscal 2016. The 70 basis point increase was primarily due to our sourcing initiatives that began in fiscal 2016, occupancy cost leverage as a result of the 53rd week in fiscal 2017 and $4.0 million of non-recurring purchase accounting adjustments related to inventory recorded in the prior year. The increase was partially offset by an increase in shrink and distribution related costs.

Selling, General and Administrative. SG&A was 25.9% of net sales in fiscal 2017 compared to 25.2% in fiscal 2016. SG&A increased $82.3 million to $1,390.4 million in fiscal 2017. The increase was due to a $37.6 million increase in incentive-based compensation, a $23.5 million increase in payroll related expenses primarily due to the 53rd week in fiscal 2017, $9.9 million of higher healthcare costs, a $5.3 million increase in marketing expenses and $3.5 million of expenses primarily associated with operating 15 additional Michaels stores (net of closures). The increase was partially offset by $7.4 million of Lamrite integration costs recorded in the prior year.

Interest Expense. Interest expense increased $2.8 million to $129.1 million in fiscal 2017 compared to fiscal 2016. The increase was primarily due to $4.4 million in additional interest related to the 53rd week in fiscal 2017 and a higher interest rate on our term loan credit facility. The increase was partially offset by $1.1 million of interest savings due to the refinancing of our term loan credit facility in the third quarter of fiscal 2016 and $0.4 million in interest savings related to the refinancing of the senior secured asset-based revolving credit facility in the second quarter of fiscal 2016.

Losses on Early Extinguishments of Debt and Refinancing Costs. We recorded a loss on the early extinguishment of debt of $7.3 million during fiscal 2016, consisting of $6.9 million related to the amendment of our term loan credit facility and $0.4 million related to the refinancing of our senior secured asset-based revolving credit facility.

Income Taxes. The effective tax rate for fiscal 2017 was 35.5% compared to 35.0% in the prior year. The effective tax rate for fiscal 2017 was higher than the prior year due to an $8.5 million charge as a result of the enactment of the Tax Act. The charge consists of adjustments totaling $14.6 million related to repatriation taxes for accumulated earnings of foreign subsidiaries and the revaluation of net deferred tax assets, partially offset by a $6.1 million benefit due to a decrease in the federal statutory tax rate from 35% to 21%. In addition, we realized tax benefits associated with our direct sourcing initiatives that began in the second half of fiscal 2016 and $3.2 million of excess tax benefits in fiscal 2017 associated with the adoption of a new accounting standard related to share-based compensation.

Liquidity and Capital Resources

We require cash principally for day-to-day operations, to finance capital investments, purchase inventory, 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 Amended Revolving Credit Facility (as defined below) 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” or our failure to meet our debt covenants as described below. Our Amended Revolving Credit Facility provides senior secured financing of up to $850.0 million, subject to a borrowing base. As of February 2, 2019, the borrowing base was $850.0 million, of which we had no outstanding borrowings, $107.3 million of outstanding standby letters of credit and $742.7 million of unused borrowing capacity. Our cash and cash equivalents totaled $245.9 million at February 2, 2019.

Table of Contents

In September 2018, the Board of Directors authorized a new share repurchase program for the Company to purchase $500.0 million of the Company's common stock on the open market or through accelerated share repurchase transactions. The share repurchase program does not have an expiration date, and the timing and number of repurchase transactions under the program will depend on market conditions, corporate considerations, debt agreements and regulatory requirements. Shares repurchased under the program are held as treasury shares until retired. In June 2018, the Company entered into an ASR Agreement with JPMorgan Chase Bank, N.A. ("JPMorgan"). Under the ASR Agreement, we paid JPMorgan a purchase price of $250.0 million for delivery of 12.4 million shares of our common stock. The total number of shares repurchased was based upon a volume weighted average price of our stock over a predetermined period. The ASR agreement was completed on August 30, 2018. During the year ended February 2, 2019, we repurchased 24.6 million shares under our share repurchase programs for an aggregate amount of $451.9 million, inclusive of the ASR Agreement. As of February 2, 2019, we had $398.4 million of availability remaining under our current share repurchase program.

We had total outstanding debt of $2,717.5 million at February 2, 2019, of which $2,207.5 million was subject to variable interest rates and $510.0 million was subject to fixed interest rates. In April 2018, we executed two interest rate swaps with an aggregate notional value of $1.0 billion associated with our outstanding Amended Term Loan Credit Facility (as defined below). The swaps replaced the one-month LIBOR with a fixed interest rate of 2.7765%.

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.

We intend to use excess operating cash flows to invest in growth opportunities, repurchase outstanding shares and repay portions of our indebtedness, depending on prevailing market conditions, liquidity requirements, contractual restrictions and other factors. As such, we and our subsidiaries, affiliates and significant shareholders may, from time to time, seek to retire or purchase our outstanding debt (including publicly issued debt) through cash purchases and/or exchanges, in open market purchases, privately negotiated transactions, by tender offer or otherwise. If we use our excess cash flows to repay our debt, it will reduce the amount of excess cash available for additional capital expenditures.

Cash Flow from Operating Activities

Cash flows provided by operating activities were $444.3 million in fiscal 2018, a decrease of $79.4 million from fiscal 2017. The decrease was primarily due to lower operating income in fiscal 2018, including the impact of the 53rd week in the prior year, investments in inventory associated with our wholesale business and increased duties. The decrease was partially offset by a reduction in cash paid for taxes.

Inventory decreased 1.3% to $1,108.7 million at February 2, 2019, from $1,123.3 million at February 3, 2018. The decrease was primarily due to the Aaron Brothers and Pat Catan’s store closures in fiscal 2018. The decrease was partially offset by additional inventory associated with the operation of 20 additional Michaels stores (net of closures) since February 3, 2018 and investments in inventory associated with our wholesale business. Average inventory per Michaels store (inclusive of distribution centers, in-transit and inventory for the Company’s e commerce site) increased 2.7% to $832,000 at February 2, 2019, from $810,000 at February 3, 2018.

Table of Contents

Cash Flow from Investing Activities

The following table includes capital expenditures paid during the periods presented (in thousands):

	Fiscal Year		
	2018	2017	2016
New and relocated stores and stores not yet opened (1)	$ 32,153	$ 19,419	$ 22,489
Existing stores	39,524	35,940	47,290
Information systems	54,794	47,894	27,584
Corporate and other	18,916	24,577	17,099
	$ 145,387	$ 127,830	$ 114,462

(1) In fiscal 2018, we incurred capital expenditures related to the opening of 45 Michaels stores, including the relocation of 21 stores. In fiscal 2017, we incurred capital expenditures related to the opening of 29 Michaels stores, including the relocation of 12 stores, and the opening of one Pat Catan's store. In fiscal 2016, we incurred capital expenditures related to the opening of 46 Michaels stores, including the relocation of 14 stores, and the opening of one Aaron Brothers store and four Pat Catan's stores, including the relocation of one Pat Catan's store.

We currently estimate that our capital expenditures will be approximately $135 million in fiscal 2019. We plan to invest in the infrastructure necessary to support the further development of our business, including investments in information technology related to our e-commerce business, enhancing our digital platforms and tools, and improving our data analytical capabilities to gain additional customer insights. In addition, we will continue to invest in new store openings and store remodels. In fiscal 2019, we plan to open approximately 37 new Michaels stores, including approximately 13 relocations, and up to 12 rebranded Pat Catan's stores.

Term Loan Credit Facility

On January 28, 2013, MSI entered into an amended and restated credit agreement maturing on January 28, 2020 (the "Credit Agreement") to amend various terms of MSI's then existing term loan credit agreement with Deutsche Bank AG New York Branch ("Deutsche Bank") and other lenders. The Credit Agreement, together with the related security, guarantee and other agreements, is referred to as the "Term Loan Credit Facility".

On July 2, 2014, MSI issued an additional $850.0 million of debt under the Term Loan Credit Facility maturing in 2020 ("Additional Term Loan"). The Additional Term Loan was issued at 99.5% of face value, resulting in an effective interest rate of 4.02%.

On September 28, 2016, MSI entered into an amendment with Deutsche Bank and other lenders to amend and restate our Term Loan Credit Facility. The amended and restated credit agreement, together with the related security, guarantee and other agreements, is referred to as the "Amended Term Loan Credit Facility".

On May 23, 2018, MSI entered into an amendment with JPMorgan, as successor administrative agent and successor collateral agent, and other lenders to amend and restate our Amended Term Loan Credit Facility. The amended and restated credit agreement, together with the related security, guarantee and other agreements, is referred to as the "Amended and Restated Term Loan Credit Facility". Borrowings under the Amended and Restated Term Loan Credit Facility bear interest at a rate per annum, at MSI's option, of either (a) a margin of 1.50% plus a base rate defined as the highest of (1) the prime rate of JPMorgan, (2) the federal funds effective rate plus 0.5%, and (3) the one-month London Interbank Offered Rate ("LIBOR") plus 1% or (b) a margin of 2.50% plus the applicable LIBOR. The Amended Term Loan Credit Facility matures on January 28, 2023.

As of February 2, 2019, the Amended and Restated Term Loan Credit Facility provides for senior secured financing of $2,207.5 million. MSI has the right under the Amended and Restated Term Loan Credit Facility to request additional term loans (a) in the aggregate amount of up to $750.0 million or (b) at MSI's election, an amount of additional term loans if the consolidated secured debt ratio (as defined in the Amended and Restated Term Loan Credit Facility) is no more than 3.25 to 1.00 on a pro forma basis as of the last day of the most recently ended four quarter period, subject to certain adjustments. The lenders under the Amended and Restated Term Loan Credit Facility will not be under any obligation to provide any such additional term loans, and the incurrence of any such additional term loans is subject to customary conditions.

Table of Contents

There are no limitations on dividends and certain other restricted payments so long as (a) no event of default shall have occurred and be continuing and (b) immediately after giving pro forma effect to such restricted payment(s) and the application of proceeds therefrom, the consolidated total leverage ratio is less than or equal to 3.75 to 1.00.

MSI must offer to prepay outstanding term loans at 100% of the principal amount, plus any unpaid interest, with the proceeds of certain asset sales or casualty events under certain circumstances. MSI may voluntarily prepay outstanding loans under the Amended and Restated Term Loan Credit Facility at any time without premium or penalty other than customary breakage costs with respect to LIBOR loans.

MSI is required to make scheduled quarterly payments equal to 0.25% of the original principal amount of the term loans (subject to adjustments relating to the incurrence of additional term loans) for the first four years and two quarters of the Amended and Restated Term Loan Credit Facility, with the balance to be paid on January 28, 2023.

All obligations under the Amended and Restated Term Loan Credit Facility are unconditionally guaranteed, jointly and severally, by Michaels Funding, Inc. (“Holdings”) and all of MSI’s existing domestic material subsidiaries and are required to be guaranteed by certain of MSI’s future domestic wholly-owned material subsidiaries (“the Subsidiary Guarantors”). All obligations under the Amended and Restated Term Loan Credit Facility, and the guarantees of those obligations, are secured, subject to certain exceptions, by substantially all of the assets of Holdings, MSI and the Subsidiary Guarantors, including:

- a first-priority pledge of MSI’s capital stock and all of the capital stock held directly by MSI and the Subsidiary Guarantors (which pledge, in the case of any foreign subsidiary or foreign subsidiary holding company, is limited to 65% of the voting stock of such foreign subsidiary or foreign subsidiary holding company and 100% of the non-voting stock of such subsidiary);

- a first-priority security interest in, and mortgages on, substantially all other tangible and intangible assets of Holdings, MSI and each Subsidiary Guarantor, including substantially all of MSI’s and the Subsidiary Guarantors owned real property and equipment, but excluding, among other things, the collateral described below; and

- a second-priority security interest in personal property consisting of inventory and related accounts, cash, deposit accounts, all payments received by Holdings, MSI or the Subsidiary Guarantors from credit card clearinghouses and processors or otherwise in respect of all credit card charges and debit card charges for sales of inventory by Holdings, MSI and the Subsidiary Guarantors, and certain related assets and proceeds of the foregoing.

The Amended and Restated Term Loan Credit Facility contains a number of negative covenants that are substantially similar to, but more restrictive in certain respects than, those governing the 2020 Senior Subordinated Notes (as defined below), as well as certain other customary representations and warranties, affirmative and negative covenants and events of default. As of February 2, 2019, MSI was in compliance with all covenants.

Interest Rate Swaps

In April 2018, we executed two interest rate swaps with an aggregate notional value of $1.0 billion associated with our outstanding Amended Term Loan Credit Facility. The interest rate swaps have a maturity date of April 30, 2021 and were executed for risk management and are not held for trading purposes. The objective of the interest rate swaps is to hedge the variability of cash flows resulting from fluctuations in the one-month LIBOR. The swaps replaced the one-month LIBOR with a fixed interest rate of 2.7765% and payments are settled monthly. The swaps qualify as cash flow hedges and changes in the fair values are recorded in accumulated other comprehensive income in the consolidated balance sheet. The changes in fair value are reclassified from accumulated other comprehensive income to interest expense in the same period that the hedged items affect earnings. We reclassified $4.6 million from accumulated other comprehensive income to interest expense during fiscal 2018. As of February 2, 2019, the fair value of the interest rate swaps was a liability of $6.4 million, consisting of $3.8 million recorded in other liabilities and $2.6 million recorded in accrued liabilities in our consolidated balance sheets.

Table of Contents

5.875% Senior Subordinated Notes due 2020

On December 19, 2013, MSI issued $260.0 million in principal amount of 5.875% senior subordinated notes maturing in 2020 (“2020 Senior Subordinated Notes”). On June 16, 2014, MSI issued an additional $250.0 million of the 2020 Senior Subordinated Notes at 102% of face value, resulting in an effective interest rate of 5.76%. Interest is payable semi-annually on June 15 and December 15 of each year.

The 2020 Senior Subordinated Notes are guaranteed, jointly and severally, fully and unconditionally, on an unsecured senior subordinated basis, by each of MSI’s subsidiaries that guarantee indebtedness under the Amended Revolving Credit Facility and the Amended and Restated Term Loan Credit Facility (collectively defined as the “Senior Secured Credit Facilities”).

The 2020 Senior Subordinated Notes and the related guarantees are MSI’s and the guarantors’ unsecured senior subordinated obligations and are (i) subordinated in right of payment to all of MSI’s and the guarantors’ existing and future senior debt, including the Senior Secured Credit Facilities; (ii) rank equally in right of payment to all of MSI’s and the guarantors’ future senior subordinated debt; (iii) effectively subordinated to all of MSI’s and the guarantors’ existing and future secured debt (including the Senior Secured Credit Facilities) to the extent of the value of the assets securing such debt; (iv) rank senior in right of payment to all of the MSI’s and the guarantors’ existing and future debt and other obligations that are, by their terms, expressly subordinated in right of payment to the 2020 Senior Subordinated Notes; and (v) are structurally subordinated to all obligations of MSI’s subsidiaries that are not guarantors of the 2020 Senior Subordinated Notes.

MSI may redeem all or part of the 2020 Senior Subordinated Notes, upon notice, at 100.00% of the principal amount of the 2020 Senior Subordinated Notes to be redeemed, plus any unpaid interest through the applicable date of redemption.

Upon a change in control, MSI is required to offer to purchase all of the 2020 Senior Subordinated Notes at a price in cash equal to 101% of the aggregate principal amount, plus any unpaid interest. The indenture governing the 2020 Senior Subordinated Notes (“2020 Senior Subordinated Indenture”) contains covenants limiting MSI’s ability, and the ability of MSI’s restricted subsidiaries, to incur or guarantee additional debt, prepay debt that is subordinated to the 2020 Senior Subordinated Notes, issue stock of subsidiaries, make certain investments, loans, advances and acquisitions, create liens on MSI’s and such subsidiaries’ assets to secure debt, enter into transactions with affiliates, merge or consolidate with another company; and sell or otherwise transfer assets. The covenants also limit MSI’s ability, and the ability of MSI’s restricted subsidiaries, to pay dividends or distributions on MSI’s capital stock or repurchase MSI’s capital stock, subject to certain exceptions, including dividends, distributions and repurchases up to an amount in excess of (i) $100.0 million plus (ii) a basket that builds based on 50% of MSI’s consolidated net income (as defined in the 2020 Senior Subordinated Indenture) and certain other amounts, in each case, to the extent such payment capacity is not applied as otherwise permitted under the 2020 Senior Subordinated Indenture and subject to certain conditions. However, there are no limitations on dividends and certain other restricted payments so long as (a) no default shall have occurred and be continuing and (b) immediately after giving pro forma effect to such restricted payment(s) and the application of proceeds therefrom, the consolidated total leverage ratio is less than or equal to 3.25 to 1.00. As of February 2, 2019, the permitted restricted payment amount was $1,097.5 million. As of February 2, 2019, MSI was in compliance with all covenants.

Revolving Credit Facility

On September 17, 2012, MSI entered into a second amended and restated credit agreement (the “Credit Agreement”) with Wells Fargo Bank, National Association (“Wells Fargo”) and other lenders to amend various terms of MSI’s then existing senior secured asset-based revolving credit facility. The Credit Agreement, together with related security, guarantee and other agreements, is referred to as the “Revolving Credit Facility”. On May 27, 2016, MSI entered into an amended and restated credit agreement with Wells Fargo and other lenders to, among other things, increase the availability and extend the maturity date of our Revolving Credit Facility. The amended credit agreement, together with the related security, guarantee and other agreements, is referred to as the “Amended Revolving Credit Facility”.

The Amended Revolving Credit Facility provides for senior secured financing of up to $850.0 million, subject to a borrowing base. The borrowing base under the Amended Revolving Credit Facility equals the sum of: (i) 90% of eligible credit card receivables, (ii) 85% of eligible trade receivables, (iii) 90% to 92.5% of the appraised value of eligible inventory, plus (iv) 90% to 92.5% of the lesser of (a) the appraised value of eligible inventory supported by letters of credit, and (b) the face amount of the letters of credit, less (v) certain reserves. The Amended Revolving Credit Facility matures in May 2021, subject to a springing maturity date if certain of our outstanding indebtedness has not been repaid, redeemed, refinanced, cash collateralized or if the necessary availability reserves have not been established prior to such time (the “ABL Maturity Date”).

As of February 2, 2019, the borrowing base was $850.0 million of which MSI had availability of $742.7 million. Borrowing capacity is available for letters of credit and borrowings on same-day notice. Outstanding standby letters of credit as of February 2, 2019 totaled $107.3 million.

The Amended Revolving Credit Facility also provides MSI with the right to request up to $200.0 million of additional commitments. The lenders will not be under any obligation to provide any such additional commitments, and any increase in commitments is subject to customary conditions. If we were to request additional commitments, and the lenders were to agree to provide such commitments, the facility size could be increased up to $1,050.0 million, however, MSI’s ability to borrow would still be limited by the borrowing base.

Borrowings under the Amended Revolving Credit Facility bear interest at a rate per annum equal to, at our option, either (a) a base rate determined by reference to the highest of (1) the prime rate of Wells Fargo, (2) the federal funds effective rate plus 0.50% and (3) LIBOR subject to certain adjustments plus 1.00% or (b) LIBOR subject to certain adjustments, in each case plus an applicable margin. The initial applicable margin is (a) 0.25% for prime rate borrowings and 1.25% for LIBOR borrowings. The applicable margin is subject to adjustment each fiscal quarter based on the excess availability under the Amended Revolving Credit Facility. Excess availability is defined as the Loan Cap (as defined below) plus certain unrestricted cash of Holdings, MSI and the Subsidiary Guarantors, less the outstanding credit extensions. Same-day borrowings bear interest at the base rate plus the applicable margin.

MSI is required to pay a commitment fee on the unutilized commitments under the Amended Revolving Credit Facility, which is 0.25% per annum. In addition, MSI must pay customary letter of credit fees and agency fees.

All obligations under the Amended Revolving Credit Facility are unconditionally guaranteed, jointly and severally, by Holdings and the Subsidiary Guarantors. All obligations under the Amended Revolving Credit Facility, and the guarantees of those obligations, are secured, subject to certain exceptions, by substantially all of the assets of Holdings, MSI and the Subsidiary Guarantors, including:

- a first-priority security interest in personal property consisting of inventory and related accounts, cash, deposit accounts, all payments received by Holdings, MSI or the Subsidiary Guarantors from credit card clearinghouses and processors or otherwise in respect of all credit card charges and debit card charges for sales of inventory by Holdings, MSI and the Subsidiary Guarantors, and certain related assets and proceeds of the foregoing;

- a second-priority pledge of all of MSI's capital stock and the capital stock held directly by MSI and the Subsidiary Guarantors (which pledge, in the case of the capital stock of any foreign subsidiary or foreign subsidiary holding company, is limited to 65% of the voting stock of such foreign subsidiary or foreign subsidiary holding company and 100% of the non-voting stock of such subsidiary); and

- a second-priority security interest in, and mortgages on, substantially all other tangible and intangible assets of Holdings, MSI and each Subsidiary Guarantor, including substantially all of MSI's and the Subsidiary Guarantors owned real property and equipment.

If, at any time, the aggregate amount of outstanding loans, unreimbursed letter of credit drawings and undrawn letters of credit under the Amended Revolving Credit Facility exceeds the lesser of (i) the commitment amount and (ii) the borrowing base (the "Loan Cap"), MSI will be required to repay outstanding loans and cash collateralize letters of credit in an aggregate amount equal to such excess, with no reduction of the commitment amount. If availability under the Amended Revolving Credit Facility is less than the greater of (i) 10.0% of the Loan Cap and (ii) $50.0 million for five consecutive business days, or, if certain events of default have occurred, MSI will be required to repay outstanding loans and cash collateralize letters of credit with the cash MSI would be required to deposit daily in a collection account maintained with the agent under the Amended Revolving Credit Facility. Availability under the Amended Revolving Credit Facility means the Loan Cap minus the outstanding credit extensions. MSI may voluntarily reduce the unutilized portion of the commitment amount and repay outstanding loans at any time without premium or penalty, other than customary breakage costs with respect to LIBOR loans. The principal amount of the loans outstanding is due and payable in full on the ABL Maturity Date.

The covenants limiting dividends and other restricted payments, investments, loans, advances and acquisitions, and prepayments or redemptions of indebtedness, each permit the restricted actions in an unlimited amount, subject to the satisfaction of certain payment conditions, principally that MSI must meet specified excess availability requirements and minimum consolidated fixed charge coverage ratios, to be tested on a pro forma basis as of the date of the restricted action and for the 90-day period preceding such restricted action. Adjusted EBITDA, as defined in the Amended Revolving Credit Facility, is used in the calculation of the consolidated fixed charge coverage ratios.

From the time when MSI has excess availability less than the greater of (a) 10.0% of the Loan Cap and (b) $50.0 million, until the time when MSI has excess availability more than the greater of (a) 10.0% of the Loan Cap and (b) $50.0 million for 30 consecutive days, the Amended Revolving Credit Facility will require MSI to maintain a consolidated fixed charge coverage ratio of at least 1.0 to 1.0. The Amended Revolving Credit Facility also contains certain customary representations and warranties, affirmative covenants and provisions relating to events of default (including change of control and cross-default to material indebtedness).

The Amended Revolving Credit Facility contains a number of covenants that, among other things and subject to certain exceptions, restrict MSI's ability, and the ability of its restricted subsidiaries, to:

- incur or guarantee additional indebtedness;
- pay dividends on MSI's capital stock or redeem, repurchase or retire MSI's capital stock;
- make investments, loans, advances and acquisitions;
- create restrictions on the payment of dividends or other amounts to MSI from its restricted subsidiaries;
- engage in transactions with MSI's affiliates;
- sell assets, including capital stock of MSI's subsidiaries;
- prepay or redeem indebtedness;

- consolidate or merge; and

- create liens.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements as defined in Item 303(a)(4)(ii) of Regulation S-K. We do not typically enter into off-balance sheet arrangements, except for arrangements related to operating lease commitments, service contract commitments and trade letters of credit, as disclosed in the contractual obligations table below. Neither we nor our subsidiaries typically guarantee the obligations of unrelated parties.

Table of Contents

Contractual Obligations

As of February 2, 2019, our contractual obligations were as follows (in thousands):

	Payments Due By Fiscal Year				
	Total	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
Total debt (1)	$ 2,717,450	$ 24,900	$ 553,575	$ 2,138,975	$ —
Operating lease commitments (2)	2,129,465	428,698	717,498	475,091	508,178
Interest payments (3)	448,250	120,276	195,011	132,963	—
Other commitments (4)	155,647	114,315	31,145	10,187	—
	$ 5,450,812	$ 688,189	$ 1,497,229	$ 2,757,216	$ 508,178

(1) Total debt only includes principal payments owed on the 2020 Senior Subordinated Notes and the Amended and Restated Term Loan Credit Facility. The amounts shown above do not include unamortized premiums/discounts and deferred debt issuance costs reflected in the Company's consolidated balance sheets since they do not represent contractual obligations.

(2) Our operating lease commitments generally include non-cancelable leases for property and equipment used in our operations. Excluded from our operating lease commitments are amounts related to insurance, taxes and common area maintenance associated with property and equipment. Such amounts historically represented approximately 35% of the total lease obligation over the previous three fiscal years.

(3) Debt associated with our Amended and Restated Term Loan Credit Facility was $2,207.5 million at February 2, 2019 and is subject to variable interest rates. The amounts included in interest payments in the table for the Amended and Restated Term Loan Credit Facility were based on the indexed interest rate in effect at February 2, 2019. In April 2018, we executed two interest rate swap agreements with an aggregate notional value of $1.0 billion which are intended to mitigate interest rate risk associated with future changes in interest rates for borrowings under our Amended and Restated Term Loan Credit Facility. As a result, our exposure to interest rate volatility for $1.0 billion of our Amended and Restated Term Loan Credit Facility was eliminated beginning in the second quarter of fiscal 2018. Debt associated with the 2020 Senior Subordinated Notes was $510.0 million at February 2, 2019 and was subject to fixed interest rates. We had no outstanding borrowings under our Amended Revolving Credit Facility at February 2, 2019. Under our Amended Revolving Credit Facility, we are required to pay a commitment fee of 0.25% per year on the unutilized commitments. The amounts included in interest payments for the Amended Revolving Credit Facility were based on this annual commitment fee.

(4) Other commitments include trade letters of credit and service contract obligations. Our service contract obligations were calculated based on the time period remaining in the contract or to the earliest possible date of termination, if permitted to be terminated by Michaels upon notice, whichever is shorter.

Non-GAAP Measures

The following table sets forth certain non-GAAP measures used by the Company to manage our performance and measure compliance with certain debt covenants. The Company defines “EBITDA” as net income before interest, income taxes, depreciation and amortization. The Company defines “Adjusted EBITDA” as EBITDA adjusted for certain defined amounts in accordance with the Company’s Amended and Restated Term Loan Credit Facility and Amended Revolving Credit Facility (together the “Senior Secured Credit Facilities”).

The Company has presented EBITDA and Adjusted EBITDA to provide investors with additional information to evaluate our operating performance and our ability to service our debt. Adjusted EBITDA is a required calculation under the Company’s Senior Secured Credit Facilities that is used in the calculations of fixed charge coverage and leverage ratios, which, under certain circumstances determine mandatory repayments or maintenance covenants and may restrict the Company’s ability to make certain payments (characterized as restricted payments), investments (including acquisitions) and debt repayments.

As EBITDA and Adjusted EBITDA are not measures of liquidity calculated in accordance with U.S. generally accepted accounting principles (“GAAP”), these measures should not be considered in isolation of, or as substitutes for, net cash provided by operating activities as an indicator of liquidity. Our computation of EBITDA and Adjusted EBITDA may differ from similarly titled measures used by other companies.

Table of Contents

The following table shows a reconciliation of EBITDA and Adjusted EBITDA to net income and net cash provided by operating activities (in thousands):

	Fiscal Year		
	2018	2017	2016
Net cash provided by operating activities	$ 444,256	$ 523,610	$ 564,417
Depreciation and amortization	(124,271)	(118,912)	(115,801)
Share-based compensation	(27,082)	(24,264)	(16,506)
Debt issuance costs amortization	(4,997)	(5,098)	(6,583)
Accretion of long-term debt, net	518	505	334
Restructure charges	(104,238)	—	—
Deferred income taxes	(8,131)	(4,348)	(4,570)
Losses on early extinguishments of debt and refinancing costs	(1,835)		