

Teavana Holdings Inc
Form 4
August 04, 2011

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FLETCHER FRANK BARRON III

(Last) (First) (Middle)

C/O TEAVANA HOLDINGS, INC., 3630 PEACHTREE ROAD NE, SUITE 1480

(Street)

ATLANTA, GA 30326

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Teavana Holdings Inc [TEA]

3. Date of Earliest Transaction (Month/Day/Year)
08/02/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Series A Redeemable Participating Preferred Stock	08/02/2011		J ⁽¹⁾		10,683,333	D	\$ 1 0	I ⁽²⁾	Held by Limited Liability Company
Common Stock	08/02/2011		C		9,005,217	A	<u>3</u> 9,005,217	I ⁽²⁾	Held by Limited Liability Company
Common Stock	08/02/2011		S		1,928,201	D	\$ 17 7,077,016	I ⁽²⁾	Held by Limited

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- (1) The reported securities were called for redemption by the issuer at a price equal to \$1.00 per share.
SKM Partners, LLC is the general partner of SKM Equity Fund III, L.P., the managing member of Teavana Investment LLC, and possesses voting and dispositive power over the shares of Series A Redeemable Participating Preferred Stock and common stock held by Teavana Investment LLC. SKM Partners, LLC disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein.
- (2) F. Barron Fletcher III is the person authorized by SKM Partners, LLC to have voting and dispositive power with respect to such shares held by Teavana Investment LLC. Mr. Fletcher disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.
- (3) Each share of Class B common stock was converted into common stock on a one-for-3.70294176910785 basis and had no expiration date.
- (4) Represents an in-kind distribution of 154,544 shares of common stock on behalf of its members.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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