

MICHAELS STORES INC

Form 8-K

July 24, 2003

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **July 18, 2003**

MICHAELS STORES, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-09338
(Commission
File Number)

75-1943604
(IRS Employer
Identification No.)

**8000 Bent Branch Drive
Irving, Texas 75063
P.O. Box 619566
DFW, Texas 75261-9566**
(Address of Principal Executive Offices) (Zip Code)

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

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ITEM 5. Other Events.

ITEM 7. Financial Statements, Pro Forma Financial Information and Exhibits.

SIGNATURES

INDEX TO EXHIBITS

EX-99.1 Amended/Restated 1997 Stock Option Plan

EX-99.2 Amended/Restated 2001 General Stock Plan

EX-99.3 Amended/Restated 2001 Employee Stock Plan

EX-99.4 Deferred Compensation Plan

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ITEM 5. Other Events.

On July 11, 2003, Michaels Stores, Inc. amended and restated effective as of July 18, 2003, (i) the Michaels Stores, Inc. 1997 Stock Option Plan, (ii) the Michaels Stores, Inc. 2001 General Stock Option Plan, (iii) the Michaels Stores, Inc. Amended and Restated 2001 Employee Stock Option Plan, and (iv) the Michaels Stores, Inc. Deferred Compensation Plan. A copy of (i) the Michaels Stores, Inc. Amended and Restated 1997 Stock Option Plan, (ii) the Michaels Stores, Inc. Amended and Restated 2001 General Stock Option Plan, (iii) the Michaels Stores, Inc. Second Amended and Restated 2001 Employee Stock Option Plan, and (iv) the Michaels Stores, Inc. Deferred Compensation Plan, as amended and restated effective as of July 18, 2003, are filed as Exhibits 99.1, 99.2, 99.3 and 99.4, respectively, to this Form 8-K.

ITEM 7. Financial Statements, *Pro Forma* Financial Information and Exhibits.

(c) Exhibits:

| Exhibit Number | Description |
|-------------------|--|
| 99.1 | Michaels Stores, Inc. Amended and Restated 1997 Stock Option Plan. |
| 99.2 | Michaels Stores, Inc. Amended and Restated 2001 General Stock Option Plan. |
| 99.3 | Michaels Stores, Inc. Second Amended and Restated 2001 Employee Stock Option Plan. |
| 99.4 | Michaels Stores, Inc. Deferred Compensation Plan, as amended and restated effective as of July 18, 2003. |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MICHAELS STORES, INC.

By: /s/ Jeffrey N. Boyer

Jeffrey N. Boyer
Executive Vice President
Chief Financial Officer

Date: July 24, 2003

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| 99.4 | Michaels Stores, Inc. Deferred Compensation Plan, as amended and restated effective as of July 18, 2003. |