

MICHAELS STORES INC

Form 10-Q/A

August 23, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q/A

(Mark One)

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

For the quarterly period ended April 30, 2005

OR

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

For the transition period from _____ to _____

Commission file number 001-09338

MICHAELS STORES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

75-1943604

(I.R.S. employer
identification number)

8000 Bent Branch Drive

Irving, Texas 75063

P.O. Box 619566

DFW, Texas 75261-9566

(Address of principal executive offices, including zip code)

(972) 409-1300

(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the Registrant's classes of Common Stock, as of the latest practicable date.

Title
Common Stock, par value \$.10 per share

Shares Outstanding as of June 6, 2005
135,587,110

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EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A (this Amendment) to the Michaels Stores, Inc. Quarterly Report on Form 10-Q for the quarterly period ended April 30, 2005 (the Original Filing) is being filed to correct the certifications of our Principal Executive Officer and Principal Financial Officer made pursuant to § 302 of the Sarbanes-Oxley Act of 2002, filed as Exhibits 31.1 and 31.2 to the Original Filing, respectively. As filed with the Original Filing, Exhibits 31.1 and 31.2 inadvertently omitted reference to Michaels' internal control over financial reporting as the result of a clerical error. The corrected § 302 certifications of our Principal Executive Officer and Principal Financial Officer, as well as a current § 906 certification required to be filed in support of this Amendment, have each been re-executed as of the date of this Amendment and filed herewith as Exhibits 31.1, 31.2 and 32.1, respectively. The Original Filing, as amended hereby, continues to speak as of the date of the Original Filing and no disclosure in the Original Filing has been updated to speak to any later date.

Item 6. Exhibits.

- 10.1 Fiscal Year 2005 Bonus Plan for R. Michael Rouleau (previously filed as Exhibit 10.1 to Form 8-K filed by Registrant on April 13, 2005, SEC File No. 001-09338).
- 10.2 Fiscal Year 2005 Bonus Plan for Jeffrey N. Boyer (previously filed as Exhibit 10.2 to Form 8-K filed by Registrant on April 13, 2005, SEC File No. 001-09338).
- 10.3 Fiscal Year 2005 Bonus Plan for Edward F. Sadler (previously filed as Exhibit 10.3 to Form 8-K filed by Registrant on April 13, 2005, SEC File No. 001-09338).
- 10.4 Fiscal Year 2005 Bonus Plan for Gregory A. Sandfort (previously filed as Exhibit 10.4 to Form 8-K filed by Registrant on April 13, 2005, SEC File No. 001-09338).
- 10.5 Fiscal Year 2005 Bonus Plan for Douglas B. Sullivan (previously filed as Exhibit 10.5 to Form 8-K filed by Registrant on April 13, 2005, SEC File No. 001-09338).
- 31.1 Certifications of R. Michael Rouleau pursuant to § 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
- 31.2 Certifications of Jeffrey N. Boyer pursuant to § 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
- 32.1 Certification pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).

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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 thereunto duly authorized.

MICHAELS STORES, INC.

By: /s/ Jeffrey N. Boyer
Jeffrey N. Boyer
Executive Vice President Chief Financial
Officer
(Principal Financial Officer)

Dated: August 23, 2005

INDEX TO EXHIBITS

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