Teavana Holdings Inc Form 4 August 04, 2011

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 4 or Form 5 obligations

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Estimated average burden hours per response... 0.5

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * FLETCHER FRANK BARRON III 2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

Teavana Holdings Inc [TEA]

(Check all applicable)

C/O TEAVANA HOLDINGS.

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 08/02/2011

_X__ 10% Owner _X__ Director _ Other (specify Officer (give title

INC., 3630 PEACHTREE ROAD NE, SUITE 1480

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

ATLANTA, GA 30326

(City)	(State) (Z	Table	I - Non-De	rivative Securit	ties Ac	quired	, 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. Transacti Code (Instr. 8)	4. Securities A onor Disposed of (Instr. 3, 4 and Amount	(D)	ed (A)	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)
Series A Redeemable Participating Preferred Stock	08/02/2011		J <u>(1)</u>	10,683,333	D	\$ 1	0	I (2)	Held by Limited Liability Company
Common Stock	08/02/2011		С	9,005,217	A	(3)	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

								Liability Company
Common Stock	08/02/2011	J <u>(4)</u>	154,544	D	\$ 0	6,922,472	I (2)	Held by Limited Liability Company

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

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SEC 1474

(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	ution Date, if TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun Number Shares
Class B Redeemable Common Stock	(3)	08/02/2011		C	2,431,909	(3)	(3)	Common Stock	9,005

Reporting Owners

Reporting Owner Name / Address	Keiationsinps					
	Director	10% Owner	Officer	Other		
FLETCHER FRANK BARRON III						
C/O TEAVANA HOLDINGS, INC.	X	X				
3630 PEACHTREE ROAD NE, SUITE 1480	Λ	Λ				
ATLANTA, GA 30326						

Signatures

/s/ Daniel P. Glennon as attorney-in-fact for F. Barron
Fletcher III

08/04/2011

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Reporting Owners 2

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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
- (2) Teavana Investment LLC. SKM Partners, LLC disclaims beneficial ownership of such shares except to the extent of its pecuniary interest therein. 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 therin.
- (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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.