

Teavana Holdings Inc  
Form 4  
August 04, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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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 \*  
SKM EQUITY FUND III L P

(Last) (First) (Middle)

C/O APAX PARTNERS, L.P., 153  
EAST 53RD STREET, 53RD  
FLOOR

(Street)

NEW YORK, NY 10022

(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 \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 <sup>(1)</sup>               |   | 10,683,333  | D  | \$ 1 0  | I | See Footnote (2) |
| Common Stock                                      | 08/02/2011                           |  | C                              |   | 9,005,217   | A  | ③ 9,005,217   | I | See Footnote (2) |
| Common Stock                                      | 08/02/2011                           |  | S                              |   | 1,928,201   | D  | \$ 17 7,077,016                                       | I | See Footnote (2) |



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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.

- (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.