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**NASDAQ**  
THE NASDAQ OMX GROUP

Received 5:00

William Slattery, CFA  
Vice President  
Listing Qualifications

JUN 23 2014

Washington, DC 20549

001-36501

By Electronic Mail

June 23, 2014

Mr. Jeffrey Thomas  
Chief, IT Services  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

CFINAS

Dear Mr. Thomas:

This is to certify that on June 16, 2014, The Nasdaq Stock Market (the "Exchange") received from The Michaels Companies, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Common Stock, \$0.067751 par value

We further certify that the security described above has been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

*William Slattery*