

Teavana Holdings Inc  
Form 8-K  
August 01, 2012

---

**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): 07/31/2012**

**Teavana Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Commission File Number: 001-35248**

**Delaware**  
(State or other jurisdiction of  
incorporation)

**20-1946316**  
(IRS Employer  
Identification No.)

**3630 Peachtree Road NE, Suite 1480**  
Atlanta, GA 30326

(Address of principal executive offices, including zip code)

**(404) 995-8200**

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 1.01. Entry into a Material Definitive Agreement**

On July 31, 2012, Teavana Holdings, Inc. and certain of its subsidiaries entered into an Amendment No. 4 (the "Amendment") to Loan and Security Agreement, dated as of June 12, 2008, among Teavana Corporation, ST Acquisition Company, Teavana Holdings, Inc., Teavana Franchising Company, Teavana International, Inc. and Teavana Gift Company, as obligors, and Fifth Third Bank, as lender.

Among other things, the Amendment provides for the creation of a subsidiary, outlines the cap on investments that may be made into Teavana Canada, Inc., releases a pledge on the shares of Teavana Canada, Inc. in favor of a pledge for certain shares of the new subsidiary and consents to certain transactions in connection with its formation.

This summary is qualified in its entirety by references to the terms of the Amendment attached hereto as Exhibit 10.1, which is incorporated herein by reference.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

The information set forth under Item 1.01 above is incorporated by reference into this Item 2.03.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits:

10.1 Amendment No. 4 to Loan and Security Agreement, dated as of June 12, 2008, among Teavana Corporation, ST Acquisition Company, Teavana Holdings, Inc., Teavana Franchising Corporation, Teavana International, Inc., Teavana Gift Company and Fifth Third Bank.

---

**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.

Teavana Holdings, Inc.

Date: August 01, 2012

By: /s/ David V. Christopherson

---

David V. Christopherson  
Vice President & General Counsel

**EXHIBIT INDEX**

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>  |
|---------------------------|--|
| EX-10.1                   | Amendment No. 4 to Loan and Security Agreement, dated as of June 12, 2008, among Teavana Corporation, ST Acquisition Company, Teavana Holdings, Inc., Teavana Franchising Corporation, Teavana International, Inc., Teavana Gift Company and Fifth Third Bank. |