

SAUNDERS THOMAS A
Form 4/A
June 11, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
SAUNDERS THOMAS A

2. Issuer Name and Ticker or Trading Symbol
Teavana Holdings Inc [TEA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O TEAVANA HOLDINGS, INC., 3630 PEACHTREE ROAD NE, SUITE 1480

3. Date of Earliest Transaction (Month/Day/Year)
06/08/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

ATLANTA, GA 30326

4. If Amendment, Date Original Filed(Month/Day/Year)
06/11/2012

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------------|---|---|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock | 06/08/2012 | | P | | 1,160 | A | \$ 14.41 <u>(1)</u> | 1,160 <u>(2)</u> | I | Custodial account purchase for family member - UTMA |
| Common Stock | 06/08/2012 | | P | | 1,160 | A | \$ 14.41 <u>(1)</u> | 1,160 <u>(2)</u> | I | Custodial account purchase for family member - |

| 1. Title of 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) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) | |
|---------------------------------|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|---|
| Common Stock | | 06/08/2012 | | P | 1,160 | A | \$ 14.41 ⁽¹⁾ | 1,160 ⁽²⁾ | I | UTMA Custodial account purchase for family member - UTMA |
| Common Stock | | | | | | | 681 ⁽²⁾ | | I | By Ivor Family GST Trust |
| Common Stock | | | | | | | 25,593 | | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | | Amount or Number of Shares |
| | | | | | Code V (A) (D) | | | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SAUNDERS THOMAS A
C/O TEAVANA HOLDINGS, INC.
3630 PEACHTREE ROAD NE, SUITE 1480
ATLANTA, GA 30326

X

Signatures

/s/ Daniel P. Glennon, attorney-in-fact for Thomas A.
Saunders III

06/11/2012

__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).
- (1) Represents the weighted average of multiple purchase transactions ranging from \$14.36 to \$14.45.
 - (2) The Reporting Person disclaims beneficial ownership of shares owned indirectly except to the extent of his pecuniary interest, if any, therein.

Remarks:

This amendment is being filed to correct an incorrect transaction code in the original filing.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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