

SECURITIES AND EXCHANGE COMMISSION

FORM 15-12B

Notice of termination of registration of a class of securities under Section 12(b)

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FILER

Teavana Holdings Inc

CIK: [1314592](#) | IRS No.: **201946316** | Fiscal Year End: **0129**
Type: **15-12B** | Act: **34** | File No.: [001-35248](#) | Film No.: **13528357**
SIC: **5400** Food stores

Mailing Address
3630 PEACHTREE ROAD,
SUITE 1480
ATLANTA GA 30326

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3630 PEACHTREE ROAD,
SUITE 1480
ATLANTA GA 30326
(404)995-8200

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

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER
SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR
SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 001-35248

TEAVANA HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

**3630 Peachtree Road NE, Suite 1480
Atlanta, Georgia 30326
(404) 995-8200**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, par value \$0.00003 per share

(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

- Rule 12g-4(a)(1)
Rule 12g-4(a)(2)
Rule 12h-3(b)(1)(i)
Rule 12h-3(b)(1)(ii)
Rule 15d-6

Approximate number of holders of record as of the certification or notice date: One (1)

Pursuant to the requirements of the Securities Exchange Act of 1934, Teavana Holdings, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

TEAVANA HOLDINGS, INC.

Date: January 14, 2013

By: /s/ Jeff Hansberry

Name: Jeff Hansberry

Title: President

