TILE SHOP HOLDINGS, INC.

Form 4 May 13, 2014

## FORM 4

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

**OMB** 3235-0287

Number: January 31, Expires: 2005

**OMB APPROVAL** 

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Middle)

(Zip)

(Print or Type Responses)

(Last)

(City)

1. Name and Address of Reporting Person \* JACULLO PETER J III

(First)

2. Issuer Name and Ticker or Trading Symbol

Issuer

TILE SHOP HOLDINGS, INC.

[TTS]

3. Date of Earliest Transaction

(Month/Day/Year) 05/09/2014

\_X\_\_ Director Officer (give title

10% Owner Other (specify

C/O TILE SHOP HOLDINGS. INC., 14000 CARLSON **PARKWAY** 

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

below)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

PLYMOUTH, MN 55441

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

(A)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

or (Instr. 3 and 4) Code V Amount (D) Price Common 05/09/2014 P 4,000 49,619 (1) D Stock 13.58 Common

05/09/2014 P 5,000 \$ 13.5 54.619 (1) D Α Stock

By JWTS, Common 4,441,180 Ι Stock Inc. (2) Common Ι By Son (3)551 Stock

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date Amou		int of	Derivative	J	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year) (In		Derivative			Securities		(Instr. 5)	]
	Derivative				Securities Acquired				3 and 4)		(
	Security										]
			(A) or							J	
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
					. (A) (D)	Date Exercisable	Expiration Date	Title	or		
									Number		
				G 1 17					of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JACULLO PETER J III C/O TILE SHOP HOLDINGS, INC. 14000 CARLSON PARKWAY PLYMOUTH, MN 55441

X

### **Signatures**

/s/ John Houston as Attorney-in-Fact for Peter J. Jacullo III pursuant to Power of Attorney previously filed.

05/13/2014

**SEC 1474** 

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

\*\*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) Includes 3,832 shares of restricted stock (previously reported) granted pursuant to the Company's 2012 Omnibus Award Plan, which are subject to a purchase option in favor of the Company until August 21, 2014.
- These securities are owned by JWTS, Inc. The reporting person is the sole director of JWTS, Inc. The reporting person disclaims (2) beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
- These securities are owned by reporting person's son. The reporting person disclaims beneficial ownership of these securities except to (3) the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

Reporting Owners 2

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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.