

TILE SHOP HOLDINGS, INC.
 Form 4
 July 05, 2017

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 *
RUCKER ROBERT A

2. Issuer Name and Ticker or Trading Symbol
**TILE SHOP HOLDINGS, INC.
 [TTS]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/03/2017

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

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

(Street)

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

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

PLYMOUTH, MN 55441

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock					251,387 ⁽¹⁾	D	
Common Stock	07/03/2017		S ⁽²⁾	14,801 D	\$ 20.6865 2,787,627	I	By The Tile Shop, Inc. ⁽³⁾
Common Stock	07/05/2017		S ⁽²⁾	35,199 D	\$ 20.4335 2,752,428	I	By The Tile Shop, Inc. ⁽³⁾

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Common Stock			2,800,000	I	By Grantor Retained Annuity Trust
Common Stock			1,430	I	By Spouse
Common Stock			1,430	I	By UGMA #1
Common Stock			1,430	I	By UGMA #2
Common Stock			1,430	I	By UGMA #3
Common Stock			1,430	I	By UGMA #4
Common Stock			1,430	I	By UGMA #5
Common Stock			1,430	I	By UGMA #6
Common Stock			1,430	I	By UGMA #7

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

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(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,	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 Beneficially Owned Following Reported Transaction (Instr.
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4, and 5)

								Amount or Number of Shares
					Date Exercisable	Expiration Date	Title	
Code	V	(A)	(D)					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUCKER ROBERT A C/O TILE SHOP HOLDINGS, INC. 14000 CARLSON PARKWAY PLYMOUTH, MN 55441	X	X		

Signatures

/s/ John R. Houston as Attorney-in-Fact for Robert Rucker pursuant to Power of Attorney previously filed.

07/05/2017

__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).

Includes 5,622 shares of restricted stock granted pursuant to the Company's 2012 Omnibus Award Plan, which are subject to a purchase option in favor of the Company until the earlier of (a) the date of the Company's next annual meeting of stockholders and (2) August 22, 2017.

(2) The shares were sold pursuant to a Rule 10b5-1 trading plan.

(3) These securities are owned by The Tile Shop, Inc. The reporting person is the sole director of The Tile Shop, Inc. The reporting person disclaims 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.

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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