

Lolmaugh Cabell
 Form 4
 February 26, 2019

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 *
 Lolmaugh Cabell

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

(Last) (First) (Middle)
 C/O TILE SHOP HOLDINGS, INC., 14000 CARLSON PARKWAY

3. Date of Earliest Transaction (Month/Day/Year)
 02/22/2019

(Street)
 PLYMOUTH, MN 55441

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

(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)
Common Stock	02/25/2019		F	(A) or (D) D	Amount 2,020 (1) Price \$ 6.14	31,446 (2)	D

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)

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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. 3)
Stock Option (Right to Buy)	\$ 10					<u>(3)</u> 08/21/2022	Common Stock 2,750	
Stock Option (Right to Buy)	\$ 8.58					<u>(4)</u> 10/21/2021	Common Stock 5,700	
Stock Option (Right to Buy)	\$ 14.19					<u>(5)</u> 07/14/2022	Common Stock 1,613	
Stock Option (Right to Buy)	\$ 8.5					<u>(6)</u> 11/06/2027	Common Stock 26,900	
Stock Option (Right to Buy)	\$ 5.55					<u>(7)</u> 02/22/2028	Common Stock 56,000	
Stock Option (Right to Buy)	\$ 6.26					<u>(8)</u> 02/20/2029	Common Stock 97,067	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lolmaugh Cabell C/O TILE SHOP HOLDINGS, INC. 14000 CARLSON PARKWAY PLYMOUTH, MN 55441	X		Chief Executive Officer	

Signatures

/s/ Amanda Lorentz as Attorney-in-Fact for Cabell Lolmaugh pursuant to Power of Attorney previously filed.

02/26/2019

__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) The reporting person has elected to satisfy his tax withholding obligation in connection with the vesting of a prior restricted stock grant by directing the Issuer to withhold shares otherwise issuable upon vesting of the previously reported grant.
Includes (i) 9,036 shares of restricted stock for which the risks of forfeiture will lapse as to 3,012 shares on each of 10/17/19, 10/17/20 and 10/17/21 and (ii) 16,875 shares of restricted stock for which the risks of forfeiture will lapse as to 5,625 shares on each of 2/22/20, 2/22/21 and 2/22/22.
- (3) Fully exercisable.
- (4) Options to purchase 2,700 shares are vested and options to purchase 1,500 shares vest on each of October 21, 2018 and October 21, 2019.
- (5) Options to purchase 969 shares are vested and options to purchase 322 shares vest on each of July 14, 2019 and July 14, 2020.
- (6) Options to purchase 6,725 shares vest on each of November 6, 2018, November 6, 2019, November 6, 2020 and November 6, 2021.
- (7) Options to purchase 14,000 shares vest on each of February 22, 2019, February 22, 2020, February 22, 2021 and February 22, 2022.
- (8) Options to purchase 24,266 shares vest on February 20, 2020 and options to purchase 24,267 shares vest on each of February 20, 2021, February 20, 2022 and February 20, 2023.

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.