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

SCHEDULE 13D/A
Amendment No. 4
(Rule 13d-101)

Information to be Included in Statements Filed Pursuant to § 240.13d-1(a) and
Amendments Thereto Filed Pursuant to § 240.13d-2(a)

Under the Securities Exchange Act of 1934

Tile Shop Holdings, Inc.

(Name of Issuer)

Common Stock
(Title of Class of Securities)

88677Q109
(CUSIP Number)

Robert A. Rucker
c/o Tile Shop Holdings, Inc.
14000 Carlson Parkway
Plymouth, MN 55441
612-963-1235

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 20, 2018
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

| | | | |
|--|--|-----------|--|
| 1 | NAMES OF REPORTING PERSONS The Tile Shop, Inc. | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) | | (a) <input type="checkbox"/> (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY | | |
| 4 | SOURCE OF FUNDS (SEE INSTRUCTIONS) OO | | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) Not applicable | | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Minnesota | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 7 | SOLE VOTING POWER 3,662,428 ⁽¹⁾ |
| | | 8 | SHARED VOTING POWER 0 |
| | | 9 | SOLE DISPOSITIVE POWER 3,662,428 ⁽¹⁾ |
| | | 10 | SHARED DISPOSITIVE POWER 0 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,662,428 ⁽¹⁾ | | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/> | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.0% ⁽²⁾ | | |
| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO | | |

(1) Mr. Rucker is the sole officer and member of the board of directors of TS, Inc., holds sole voting and dispositive power over the securities held by TS, Inc., and may be deemed to beneficially own the securities held by TS, Inc.

(2) Calculated based on 52,030,477 shares of Common Stock issued and outstanding as of May 20, 2019.

| | | | |
|--|--|-----------|--|
| 1 | NAMES OF REPORTING PERSONS Robert A. Rucker | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/> | | |
| 3 | SEC USE ONLY | | |
| 4 | SOURCE OF FUNDS (SEE INSTRUCTIONS) OO | | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) Not applicable | | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION United States of America | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 7 | SOLE VOTING POWER 5,711,293 ⁽¹⁾ |
| | | 8 | SHARED VOTING POWER 0 |
| | | 9 | SOLE DISPOSITIVE POWER 5,711,293 ⁽¹⁾ |
| | | 10 | SHARED DISPOSITIVE POWER 0 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,711,293 ⁽¹⁾ | | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/> | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.0% ⁽²⁾ | | |
| 14 | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN | | |

(1) Includes 3,662,428 shares of common stock, par value \$0.0001 per share (the "Common Stock"), held by The Tile Shop, Inc. ("TS, Inc."), 775,000 shares of Common Stock held by the Robert Rucker 2017 Grantor Retained Annuity Trust, 515,000 shares of Common Stock held by the Robert Rucker 2017 Grantor Retained Annuity Trust II, 500,000 shares of Common Stock held by the Robert Rucker 2018 Grantor Retained Annuity Trust, 3,380 shares of Common Stock held by Mr. Rucker's spouse, and 23,660 shares of Common Stock held by Mr. Rucker as custodian for minor children under the Uniform Gifts to Minors Act. Mr. Rucker is the sole officer and member of the board of directors of TS, Inc., holds sole voting and dispositive power over the securities held by TS, Inc., and may be deemed to beneficially own the securities held by TS, Inc.

(2) Calculated based on 52,030,477 shares of Common Stock issued and outstanding as of May 20, 2019.

Explanatory Note

This Amendment No. 4 to Schedule 13D (“Amendment No. 4”) relates to the common stock, par value \$0.0001 per share (the “Common Stock”), of Tile Shop Holdings, Inc., a Delaware corporation (the “Issuer”), and hereby amends the Schedule 13D filed with the Securities and Exchange Commission (the “Commission”) on August 29, 2012 (the “Initial Schedule”), as amended by Amendment No. 1 thereto filed with the Commission on December 19, 2012 (“Amendment No. 1”), Amendment No. 2 thereto filed with the Commission on June 13, 2013 (“Amendment No. 2”), and Amendment No. 3 thereto filed with the Commission on April 12, 2018 (“Amendment No. 3”) on behalf of The Tile Shop, Inc. (“TS, Inc.”) and Robert A. Rucker (“Rucker”). Collectively, the Initial Schedule, Amendment No. 1, Amendment No. 2, Amendment No. 3, and Amendment No. 4 are the “Schedule 13D.” Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Schedule 13D. All items or responses not described herein remain as previously reported in the Schedule 13D.

Item 2. Identity and Background

Item 2(b) of the Schedule 13D is hereby amended and restated in its entirety as follows:

(b) The principal business of TS, Inc. is investing in securities of the Issuer. The principal occupation of Rucker is serving as a director of the Issuer.

Item 3. Source and Amount of Funds

Item 3 of the Schedule 13D is hereby amended and supplemented to add the following:

All acquisitions or dispositions by gift noted in Item 5 below were acquired or disposed from Rucker, TS, Inc. or one of four Grantor Retained Annuity Trusts controlled by Rucker.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended and supplemented to add the following:

(a) and (b) The information contained on the cover pages to this Amendment No. 4 is hereby incorporated by reference into this Item 5, as applicable.

(c) From the date of Amendment No. 3 until the date of filing hereof, the following transactions occurred:

| Date | Direct Beneficial Owner | Type of Activity | Type of Security | Shares | Sale Price of Security |
|--------------------|---|---|------------------|-----------|------------------------|
| September 25, 2018 | Robert Rucker 2016 Grantor Retained Annuity Trust (“2016 GRAT”) | Gift to The Tile Shop, Inc. | Common Stock | 500,000 | N/A |
| September 25, 2018 | The Tile Shop, Inc. | Gift from the 2016 GRAT | Common Stock | 500,000 | N/A |
| September 25, 2018 | The Tile Shop, Inc. | Gift to the Robert Rucker 2018 Grantor Retained Annuity Trust (“2018 GRAT”) | Common Stock | 500,000 | N/A |
| September 25, 2018 | 2018 GRAT | Gift from The Tile Shop, Inc. | Common Stock | 500,000 | N/A |
| October 11, 2018 | Robert Rucker 2017 Grantor Retained Annuity Trust (“2017 GRAT”) | Gift to The Tile Shop, Inc. | Common Stock | 1,225,000 | N/A |
| October 11, 2018 | The Tile Shop, Inc. | Gift from the 2017 GRAT | Common Stock | 1,225,000 | N/A |
| December 20, 2018 | Robert Rucker 2017 Grantor Retained Annuity Trust II (“2017 GRAT II”) | Gift to The Tile Shop, Inc. | Common Stock | 1,785,000 | N/A |
| December 20, 2018 | The Tile Shop, Inc. | Gift from the 2017 GRAT II | Common Stock | 1,785,000 | N/A |

Item 5(e) of the Schedule 13D is hereby amended and restated in its entirety as follows:

On December 20, 2018, the Robert Rucker 2017 Grantor Retained Annuity Trust II gifted 1,785,000 shares to The Tile Shop, Inc. and TS, Inc. became a beneficial owner of more than 5% of the Common Stock.

Item 7. Exhibits

Exhibit 1: Joint Filing Statement (incorporated by reference to Exhibit 1 to the Initial Schedule filed with the Commission on August 29, 2012).

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 12, 2019

THE TILE SHOP, INC.

By: /s/ Robert A. Rucker

Name: Robert A. Rucker

Title: President

/s/ Robert A. Rucker

Robert A. Rucker
