

---

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 1)\*

**Tile Shop Holdings, Inc.**

---

(Name of Issuer)

**Common Stock, par value \$0.0001 per share**

---

(Title of Class of Securities)

**88677Q109**

---

(CUSIP Number)

**12/18/2024**

---

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

---

SCHEDULE 13G

**CUSIP No. 88677Q109**

Names of Reporting Persons

1 Monomoy Capital Partners IV, L.P.

Check the appropriate box if a member of a Group (see instructions)

- 2  (a)  
 (b)

3 Sec Use Only

Citizenship or Place of Organization

4 DELAWARE

	Sole Voting Power
5	0.00
Number of Shares Beneficially Owned by Each Reporting Person With:	Shared Voting Power
6	0.00
	Sole Dispositive Power
7	0.00
	Shared Dispositive Power
8	0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	0.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
	<input type="checkbox"/>
11	Percent of class represented by amount in row (9)
	0 %
12	Type of Reporting Person (See Instructions)
	PN

## SCHEDULE 13G

**CUSIP No.** 88677Q109

1	Names of Reporting Persons
	Monomoy Capital Partners IV Parallel, L.P.
	Check the appropriate box if a member of a Group (see instructions)
2	<input type="checkbox"/> (a)
	<input type="checkbox"/> (b)
3	Sec Use Only
4	Citizenship or Place of Organization
	DELAWARE
	Sole Voting Power
5	0.00
Number of Shares Beneficially Owned by Each Reporting Person With:	Shared Voting Power
6	0.00
	Sole Dispositive Power
7	0.00
	Shared Dispositive Power
8	0.00
9	Aggregate Amount Beneficially Owned by Each Reporting Person
	0.00
10	Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)
	<input type="checkbox"/>

11 Percent of class represented by amount in row (9)  
0 %  
Type of Reporting Person (See Instructions)  
12 PN

## SCHEDULE 13G

**CUSIP No.** 88677Q109

Names of Reporting Persons

1 Monomoy General Partner IV, L.P.  
Check the appropriate box if a member of a Group (see instructions)

2  (a)  
 (b)

3 Sec Use Only

Citizenship or Place of Organization

4 DELAWARE

Sole Voting Power

5 0.00

Number of Shares Beneficially Owned by Each Reporting Person With:

6 0.00

Sole Dispositive Power

7 0.00

8 Shared Dispositive Power

0.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9 0.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11 0 %

Type of Reporting Person (See Instructions)

12 PN

## SCHEDULE 13G

**CUSIP No.** 88677Q109

Names of Reporting Persons

1 Monomoy Ultimate GP II, LLC

2 Check the appropriate box if a member of a Group (see instructions)

(a)

(b)

3 Sec Use Only  
Citizenship or Place of Organization

4 DELAWARE

Sole Voting Power

5

0.00

Number of Shares Beneficially Owned by Each Reporting Person With:

Shared Voting Power

6

0.00

Sole Dispositive Power

7

0.00

Shared Dispositive

8

Power

0.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

0.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

0 %

Type of Reporting Person (See Instructions)

12

OO

## SCHEDULE 13G

**CUSIP No.** 88677Q109

Names of Reporting Persons

1

Monomoy Ultimate GP Holdings, LLC

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3 Sec Use Only

Citizenship or Place of Organization

4

DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:

Sole Voting Power

5

0.00

Shared Voting Power

6

0.00

Sole Dispositive Power

7

0.00

8 Shared Dispositive Power

0.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

0.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

0 %

Type of Reporting Person (See Instructions)

12

OO

### SCHEDULE 13G

CUSIP No. 88677Q109

Names of Reporting Persons

1

Daniel Collin

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

UNITED STATES

Sole Voting Power

5

0.00

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With:

Shared Voting Power

6

0.00

Sole Dispositive Power

7

0.00

Shared Dispositive

8

Power

0.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

0.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

0 %

Type of Reporting Person (See Instructions)

12

IN

### SCHEDULE 13G

88677Q109

**CUSIP No.**

Names of Reporting Persons

1

Justin Hillenbrand

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

UNITED STATES

Sole Voting Power

5

0.00

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With:

Shared Voting Power

6

0.00

Sole Dispositive Power

7

0.00

Shared Dispositive

8

Power

0.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

0.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

0 %

Type of Reporting Person (See Instructions)

12

IN

**SCHEDULE 13G**

Item 1.

Name of issuer:

(a)

Tile Shop Holdings, Inc.

Address of issuer's principal executive offices:

(b)

14000 Carlson Parkway, Plymouth, Minnesota 55441

Item 2.

Name of person filing:

(a)

This Schedule 13G/A is being filed jointly by the Reporting Persons (as defined below) in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. Monomoy Capital Partners IV, L.P. ("MCP IV") Monomoy Capital Partners IV Parallel, L.P. ("MCP IV Parallel") Monomoy General Partner IV, L.P. ("GP IV") Monomoy Ultimate GP II, LLC ("Ultimate GP II") Monomoy Ultimate GP Holdings, LLC ("Ultimate GP Holdings") Daniel Collin Justin Hillenbrand (together with Mr. Collin, Ultimate GP Holdings, Ultimate GP II, GP IV, MCP IV Parallel and MCP IV, the "Reporting Persons") GP IV is the general partner of MCP IV and MCP Parallel IV. Ultimate GP II is the general partner of GP IV. Ultimate GP Holdings is the sole member of Ultimate GP II. Ultimate GP Holdings is managed by its members, Mr. Collin and Mr. Hillenbrand.

(b)

Address or principal business office or, if none, residence:

For each of the Reporting Persons: 1 Greenwich Office Park, Greenwich, Building 1S, 2nd Floor, Connecticut, 06831  
Citizenship:

(c)

See responses to Item 4 on each cover page.

Title of class of securities:

(d)

Common Stock, par value \$0.0001 per share

CUSIP No.:

(e)

88677Q109

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k)  Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

(a)

See responses to Item 9 on each cover page.

Percent of class:

(b)

See responses to Item 11 on each cover page. %

(c)

Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

See responses to Item 5 on each cover page.

(ii) Shared power to vote or to direct the vote:

See responses to Item 6 on each cover page.

(iii) Sole power to dispose or to direct the disposition of:

See responses to Item 7 on each cover page.

(iv) Shared power to dispose or to direct the disposition of:

See responses to Item 8 on each cover page.

Item 5. Ownership of 5 Percent or Less of a Class.

Ownership of 5 percent or less of a class

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.  
Not Applicable

Item 10. Certifications:  
Not Applicable

#### SIGNATURE

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.

Monomoy Capital Partners IV, L.P.

Signature: /s/ Justin Hillenbrand  
Name/Title: Justin Hillenbrand, Authorized Signatory  
Date: 01/07/2025

Monomoy Capital Partners IV Parallel, L.P.

Signature: /s/ Justin Hillenbrand  
Name/Title: Justin Hillenbrand, Authorized Signatory  
Date: 01/07/2025

Monomoy General Partner IV, L.P.

Signature: /s/ Justin Hillenbrand  
Name/Title: Justin Hillenbrand, Authorized Signatory  
Date: 01/07/2025

Monomoy Ultimate GP II, LLC

Signature: /s/ Justin Hillenbrand  
Name/Title: Justin Hillenbrand, Authorized Signatory  
Date: 01/07/2025

Monomoy Ultimate GP Holdings, LLC

Signature: /s/ Daniel Collin  
Name/Title: Daniel Collin, Member  
Date: 01/07/2025

Signature: /s/ Justin Hillenbrand  
Name/Title: Justin Hillenbrand, Member  
Date: 01/07/2025

Daniel Collin

Signature: /s/ Daniel Collin  
Name/Title: Daniel Collin  
Date: 01/07/2025

Justin Hillenbrand

Signature: /s/ Justin Hillenbrand  
Name/Title: Justin Hillenbrand  
Date: 01/07/2025