FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Addr	ess of Reporting Pe	erson*	2. Issuer Name and Ticker or Trading Symbol TILE SHOP HOLDINGS, INC. [ TTSH ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  Officer (give title X Other (specify				
(Last) 15236 BOULD	ust) (First) (Middle) 236 BOULDER POINTE ROAD		3. Date of Earliest Transaction (Month/Day/Year) 03/04/2021	below) A below)  Reported voluntarily				
(Street) EDEN PRAIRIES	MN	55347	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  Form filed by One Reporting Person  X Form filed by More than One Reporting Person				
(City)	(State)	(Zip)						

PRAIRIES							X	Form filed by Mo Person	re than One Re	porting
(City) (State) (Zip)										
Table I - N  1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date,	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	03/04/2021		S		54,100	D	<b>\$</b> 6.31 <sup>(1)</sup>	4,975,874	I	By The Tile Shop, Inc. <sup>(2)</sup>
Common Stock	03/05/2021		S		4,800	D	\$6.32	4,971,074	I	By The Tile Shop, Inc. <sup>(2)</sup>
Common Stock	03/08/2021		S		149,400	D	\$6.28 <sup>(3)</sup>	4,821,674	I	By The Tile Shop, Inc. <sup>(2)</sup>
Common Stock	03/09/2021		S		16,000	D	\$6.27(4)	4,805,674	I	By The Tile Shop, Inc. <sup>(2)</sup>
Common Stock	03/10/2021		S		75,700	D	\$6.28 <sup>(5)</sup>	4,729,974	I	By The Tile Shop, Inc. <sup>(2)</sup>
Common Stock	03/11/2021		S		42,000	D	\$6.9(6)	4,687,974	I	By The Tile Shop, Inc. <sup>(2)</sup>
Common Stock	03/12/2021		S		258,000	D	\$6.6 <sup>(7)</sup>	4,429,974	I	By The Tile Shop, Inc. <sup>(2)</sup>
Common Stock	03/22/2021		S		10,670	D	\$6.98 <sup>(8)</sup>	4,419,304	I	By The Tile Shop, Inc. <sup>(2)</sup>
Common Stock	03/23/2021		S		36,670	D	<b>\$</b> 6.71 <sup>(9)</sup>	4,382,634	I	By The Tile Shop, Inc. <sup>(2)</sup>
Common Stock	03/24/2021		S		252,660	D	\$6.31(10)	4,129,974	I	By The Tile Shop, Inc. <sup>(2)</sup>

		Table	I - Non-Deriva	tive	Securi	ties Acc	quired	l, Dis	sposed of,	or Be	neficiall	y Owne	ed		
1. Title of Security (Instr. 3)			2. Transacti Date (Month/Day		2A. Deemed Execution Date, if any (Month/Day/Year)	on Date,	3. Transaction Code (Instr. 8)			es Acquired (A) or Of (D) (Instr. 3, 4 an		Benefic	ies ially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
							Code	v	Amount	(A) or (D)	Price	Transac	Transaction(s) (Instr. 3 and 4)		(5 4)
Common Stock		03/25/20	021			S		88,800	D	\$6.27(11)	4,04	11,174	I	By The Tile Shop, Inc. <sup>(2)</sup>	
Common	Stock		03/29/20	021			S		192,779	D	\$6.27(12)	3,84	18,395	I	By The Tile Shop, Inc. <sup>(2)</sup>
Common	Stock		03/30/20	2021		S		39,100	D	\$6.25(13)	3,80	09,295	I	By The Tile Shop, Inc. <sup>(2)</sup>	
Common	ı Stock		04/01/20	2021			S		65,668	D	\$6.49(14)	3,74	13,627	I	By The Tile Shop, Inc. <sup>(2)</sup>
Common	Stock		04/06/20	021			S		250,295	D	\$6.49(15)	3,49	93,332	I	By The Tile Shop, Inc. <sup>(2)</sup>
Common	ı Stock		04/07/20	021			S		100,700	D	\$6.49(16)	3,39	92,632	I	By The Tile Shop, Inc. <sup>(2)</sup>
Common	ı Stock		04/08/20	021			S		87,311	D	\$6.51(17)	3,30	)5,321	I	By The Tile Shop, Inc. <sup>(2)</sup>
Common	ı Stock		04/09/20	021			S		23,300	D	\$6.74(18)	3,28	32,021	I	By The Tile Shop, Inc. <sup>(2)</sup>
Common	ı Stock		04/12/20	021			S		168,300	D	\$6.85(19)	3,11	13,721	I	By The Tile Shop, Inc. <sup>(2)</sup>
Common	ı Stock		04/13/20	021			S		49,000	D	\$6.72(20)	3,06	64,721	I	By The Tile Shop, Inc. <sup>(2)</sup>
Common	ı Stock		04/14/20	021			S		300,000	D	\$6.68(21)	2,76	64,721	I	By The Tile Shop, Inc. <sup>(2)</sup>
Common	Common Stock											38	,329	D	
Common Stock											6,	,550	I	By UGMA #5	
		Ta	ble II - Derivati	ve S	ecuriti	es Acqu	uired,	Disp	osed of, o	or Ben	eficially	Owned			
1. Title of Derivative Security (Instr. 3)	title of vative varive tr. 3)    Conversion or Exercise Price of Derivative Security   Conversion or Exercise Price of Derivative Security   Conversion or Exercise Price of Derivative Security   Code (Instr. 8)   S. Number of Execution Date, if any (Month/Day/Year)   S. Number of Derivative Securities   Code (Instr. 8)   S. Number of Deriv		5. Number of Derivative Securities Acquired (A) or Disposed	Expiration Date (Month/Day/Year)		cisable and late	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)  (Instr. 5)  9. Numb derivative Securiti Benefic Owned Followin Reporte Transac (Instr. 4)		Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)			
				Code		(A) (D)	Date Exerci	sable	Expiration Date	N C	Amount or Jumber of Shares				

RUCKER ROBERT A									
(Last)	(First)	(Middle)							
15236 BOULDER	15236 BOULDER POINTE ROAD								
(Street)									
EDEN PRAIRIES	MN	55347							
(City)	(State)	(Zip)							
1. Name and Address of Reporting Person* <u>TILE SHOP, INC.</u>									
(Last)	(First)	(Middle)							
15236 BOULDER POINTE ROAD									
(Street)									
EDEN PRAIRIE	MN	55347							
(City)	(State)	(Zip)							

## **Explanation of Responses:**

- 1. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.267308 to \$6.28, inclusive. The reporting person undertakes to provide to Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (1) to this Form 4.
- 2. These securities are owned by The Tile Shop, Inc. Mr. Rucker is the sole director of The Tile Shop, Inc. Mr. Rucker 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 Mr. Rucker is the beneficial owner of such securities for Section 16 or any other purpose.
- 3. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.27 to \$6.28, inclusive. The reporting person undertakes to provide to Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (3) to this Form 4.
- 4. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.26 to \$6.315588, inclusive. The reporting person undertakes to provide to Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (4) to this Form 4.
- 5. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.25 to \$6.50069, inclusive. The reporting person undertakes to provide to Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (5) to this Form 4.
- 6. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.898857 to \$6.90, inclusive. The reporting person undertakes to provide to Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (6) to this Form 4.
- 7. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.45 to \$6.91, inclusive. The reporting person undertakes to provide to Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (7) to this Form 4.
- 8. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.88732 to \$6.99, inclusive. The reporting person undertakes to provide to Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (8) to this Form 4.
- 9. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.60 to \$6.883067, inclusive. The reporting person undertakes to provide to Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (9) to this Form 4.
- 10. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.30 to \$6.591275, inclusive. The reporting person undertakes to provide to Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (10) to this Form 4.
- 11. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.25 to \$6.451667, inclusive. The reporting person undertakes to provide to Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (11) to this Form 4.
- 12. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.25 to \$6.40, inclusive. The reporting person undertakes to provide to Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (12) to this Form 4.
- 13. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.25 to \$6.26, inclusive. The reporting person undertakes to provide to Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (13) to this Form 4.
- 14. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.450566 to \$6.57, inclusive. The reporting person undertakes to provide to Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (14) to this Form 4.
- 15. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.45 to \$6.55, inclusive. The reporting person undertakes to provide to Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (15) to this Form 4.
- 16. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.48 to \$6.50, inclusive. The reporting person undertakes to provide to Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (16) to this Form 4.
- 17. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.46 to \$6.54, inclusive. The reporting person undertakes to provide to Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (17) to this Form 4.
- 18. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.70 to \$6.81, inclusive. The reporting person undertakes to provide to Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (18) to this Form 4.
- 19. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.77 to \$6.88, inclusive. The reporting person undertakes to provide to Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (19) to this Form 4.
- 20. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.63 to \$6.82, inclusive. The reporting person undertakes to provide to Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (20) to this Form 4.
- 21. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.68 to \$6.72, inclusive. The reporting person undertakes to provide to Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (21) to this Form 4.

## Remarks

 $The \ Reporting \ Person \ is \ no \ longer \ subject \ to \ Section \ 16 \ and \ is \ voluntarily \ reporting \ these \ transactions.$ 

\*\* Signature of Reporting Person

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.