

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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 Address of Reporting Person* <b>KINDER JOSEPH</b>  (Last) (First) (Middle) <b>C/O TILE SHOP HOLDINGS, INC.</b> <b>14000 CARLSON PARKWAY</b>  (Street) <b>PLYMOUTH MN 55441</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>TILE SHOP HOLDINGS, INC. [ TTSH ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <span style="float:right">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span> <b>See Remarks</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>03/02/2023</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/02/2023		D		9,187 <sup>(1)</sup>	D	\$0	79,721 <sup>(2)(3)</sup>	D	
Common Stock								600	I	By Spouse

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					
Stock Option (Right to Buy)	\$8.5					(4)	11/06/2027	Common Stock	26,900	26,900	D	
Stock Option (Right to Buy)	\$8.8					(4)	07/20/2028	Common Stock	50,000	50,000	D	

**Explanation of Responses:**

- Represents forfeiture of unvested performance-based restricted stock granted in 2021 and 2022 as a result of the applicable performance targets not being achieved.
- Includes (i) 28,494 shares of restricted stock for which the risks of forfeiture will lapse as to 14,247 shares on each of 3/16/23 and 3/16/24; (ii) 5,073 shares of restricted stock for which the risks of forfeiture will lapse as to 2,533 shares on 3/15/23 and 2,540 shares on 3/15/24; (iii) 7,706 shares of restricted stock for which the risks of forfeiture will lapse in three equal annual installments on each of 3/7/23, 3/7/24 and 3/7/25; and
- (iv) the following shares of performance-based restricted stock, which are, in each case, subject to Mr. Kinder remaining in continuous employment with the Issuer prior to and as of December 31 of the year preceding the applicable vesting date and the Issuer achieving its performance target for each respective year: (A) 6,085 shares of performance-based restricted stock for which the risks of forfeiture will lapse on the date that the Issuer files its annual report for the year ending December 31, 2023 and (B) 10,788 shares of performance-based restricted stock for which the risks of forfeiture will lapse as to 30% and 40% of the initial number of shares granted on each of the dates that the Issuer files its annual report for the years ending December 31, 2023 and 2024, respectively. The Issuer's proxy statement contains additional information regarding the applicable performance targets.
- Fully exercisable.

**Remarks:**

SVP, Supply Chain & Distribution

/s/ Joseph Kinder

03/06/2023

\*\* Signature of Reporting Person

Date

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.