

OMB APPROVAL	
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**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* <u>Davis Mark Burton</u>			2. Issuer Name and Ticker or Trading Symbol <u>TILE SHOP HOLDINGS, INC. [ TTSH ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP Inv. Relations &amp; CAO</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/23/2023</u>			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		
C/O TILE SHOP HOLDINGS, INC 14000 CARLSON PARKWAY			4. If Amendment, Date of Original Filed (Month/Day/Year)			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		
(Street) <u>PLYMOUTH MN 55441</u>								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/23/2023		F		4,397 <sup>(1)</sup>	D	\$5.07	121,210 <sup>(2)(3)</sup>	D	
Common Stock								820	I	By Child #1
Common Stock								775	I	By Child #2
Common Stock								765	I	By Child #3

**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)		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 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)	Date Exercisable	Expiration Date					
Stock Option (Right to Buy)	\$8.5							(4)	11/06/2027	Common Stock	5,400	5,400	D	

**Explanation of Responses:**

- 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) 3,561 shares of restricted stock for which the risks of forfeiture will lapse on 3/16/24; (ii) 2,540 shares of restricted stock for which the risks of forfeiture will lapse on 3/15/24; (iii) 5,137 shares of restricted stock for which the risks of forfeiture will lapse in equal annual installments on each of 3/7/24 and 3/7/25; (iv) 9,260 shares of restricted stock for which the risks of forfeiture will lapse in equal annual installments on each of 3/6/24, 3/6/25 and 3/6/26; and
- (v) the following shares of performance-based restricted stock, which are, in each case, subject to Mr. Davis remaining in continuous employment with the Issuer through 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 for which the risks of forfeiture will lapse on the date the Issuer files its annual report for the 2023 fiscal year; (B) 10,788 shares 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 the Issuer files its annual report for the 2023 and 2024 fiscal years, respectively; and (C) 18,519 shares for which the risks of forfeiture will lapse as to 30%, 30% and 40% on each of the dates the Issuer files its annual report for the 2023, 2024 and 2025 fiscal years, respectively. The Issuer's proxy statement contains additional information regarding the applicable performance targets.
- Fully exercisable.

/s/ Mark B. Davis 10/24/2023  
\*\* 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.