

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>RUCKER ROBERT A</u> (Last) (First) (Middle) C/O TILE SHOP HOLDINGS, INC. 14000 CARLSON PARKWAY (Street) PLYMOUTH MN 55441 (City) (State) (Zip)	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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/15/2020</u>	
	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 <input type="checkbox"/> 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	01/15/2020		G ⁽³⁾	V	515,000	D	\$0	0	I	By 2017 Grantor Retained Annuity Trust II
Common Stock	01/15/2020		G ⁽³⁾	V	515,000	A	\$0	2,952,428	I	By The Tile Shop, Inc. ⁽²⁾
Common Stock	01/17/2020		G ⁽³⁾	V	2,500,000	D	\$0	0	I	By 2018 Grantor Retained Annuity Trust II
Common Stock	01/17/2020		G ⁽³⁾	V	2,500,000	A	\$0	5,452,428	I	By The Tile Shop, Inc. ⁽²⁾
Common Stock								75,596 ⁽¹⁾	D	
Common Stock								3,380	I	By Spouse
Common Stock								3,380	I	By UGMA #1
Common Stock								3,380	I	By UGMA #2
Common Stock								3,380	I	By UGMA #3
Common Stock								3,380	I	By UGMA #4
Common Stock								3,380	I	By UGMA #5

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								3,380	I	By UGMA #6
Common Stock								3,380	I	By UGMA #7

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)					

1. Name and Address of Reporting Person *

RUCKER ROBERT A

(Last) (First) (Middle)

C/O TILE SHOP HOLDINGS, INC.
14000 CARLSON PARKWAY

(Street)

PLYMOUTH MN 55441

(City) (State) (Zip)

1. Name and Address of Reporting Person *

TILE SHOP, INC.

(Last) (First) (Middle)

C/O TILE SHOP HOLDINGS, INC.
14000 CARLSON PARKWAY

(Street)

PLYMOUTH MN 55441

(City) (State) (Zip)

Explanation of Responses:

- Includes 24,571 shares of restricted stock granted pursuant to the Company's 2012 Omnibus Award Plan, which are subject to a risk of forfeiture until the earlier of (a) the date of the Company's next annual meeting of stockholders and (b) July 16, 2020.
- 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.
- Transfers for no consideration pursuant to the terms of the respective GRAT.

/s/ Robert A. Rucker 01/24/2020
 THE TILE SHOP, INC. /s/
 Robert A. Rucker, President 01/24/2020

** 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.