

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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ANNUAL 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).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2019	
	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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	01/15/2019		G ⁽³⁾	2,500,000	D	\$0	1,162,428	I	By The Tile Shop, Inc. ⁽¹⁾
Common Stock	01/15/2019		G ⁽³⁾	2,500,000	A	\$0	2,500,000	I	By 2018 Grantor Retained Annuity Trust II
Common Stock	05/09/2019		G ⁽⁴⁾	97,500	D	\$0	75,596 ⁽²⁾	D	
Common Stock	10/14/2019		G ⁽³⁾	500,000	D	\$0	0	I	By 2018 Grantor Retained Annuity Trust
Common Stock	10/14/2019		G ⁽³⁾	500,000	A	\$0	1,662,428	I	By The Tile Shop, Inc. ⁽¹⁾
Common Stock	10/25/2019		G ⁽³⁾	775,000	D	\$0	0	I	By 2017 Grantor Retained Annuity Trust
Common Stock	10/25/2019		G ⁽³⁾	775,000	A	\$0	2,437,428	I	By The Tile Shop, Inc. ⁽¹⁾
Common Stock							515,000	I	By 2017 Grantor Retained Annuity Trust II
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

