Instruction 1(b).

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C. 20549
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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

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

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

	nd Address of Deboral	Reporting Person* $\frac{1}{1}$							er or Tra		Symbol INC. [7	TSH		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					wner
	(Fi E SHOP Hi ARLSON I	OLDINGS, INC	Middle)		07/2	3. Date of Earliest Transaction (Month/Day/Year) 07/21/2020									belov			Other (: below)	
(Street) PLYMO (City)			5441 Zip)		4. If A	Amend	ment,	Date o	f Origina	al File	d (Month/Da	y/Year)	6. Indi Line) X	Form	filed by On filed by Mo filed by Mo	e Rep	orting Pers	on
		Table	I - No	n-Deriva	tive S	Secu	rities	Acq	uired,	Dis	posed of	, or E	Benefi	cially	y Own	ed			
			2. Transac Date (Month/Da	Execute Execut		A. Deemed Execution Date, f any Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)			4 and Securi Benefi Owned		ies cially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	(A) (D)	or Pr	Reported Transaction(s) (Instr. 3 and 4)					(111501.4)
Common	Stock			07/21/	2020				A		71,900(2) 1	A	\$0 85,737 ⁽¹⁾ D					
Common	Stock													3,118 I By Spo				By Spouse	
		Tal									osed of, convertib				Owne	d			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	if any	emed ion Date, /Day/Year)	te, Transaction Of Expiration Date An Code (Instr. 8) Securities Acquired (A) or Se			Amou Secu Unde Deriv	rlying ative rity (Inst	De Se (In	Price of rivative curity str. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	у	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)				
					Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	Amour or Number of Shares	er					

Explanation of Responses:

- 1. Includes 9,037 shares held in account jointly with spouse.
- 2. Represents 71,900 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 21, 2021.

Remarks:

Power of Attorney is attached hereto as Exhibit 24.

/s/ Mark Davis as Attorney-in-07/22/2020 Fact for Deborah K. Glasser pursuant to Power of Attorney

** 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.

POWER OF ATTORNEY

The undersigned constitutes and appoints Nancy DiMattia and Mark Davis, or any of them acting singly, as the undersigned's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, to:

- I. prepare, sign, and submit to the Securities and Exchange Commission (the "SEC") on its Electronic Data Gathering, Analysis, and Retrieval ("EDGAR") Filer Management website a Form ID application, including any amendments and exhibits thereto, and any other related documents as may be necessary or appropriate, to obtain from the SEC access codes to permit filing on the SEC's EDGAR system, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done as required by any rule or regulation of the SEC and the EDGAR Filer Manual as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof; and
- 2. sign any and all SEC statements of beneficial ownership of securities of Tile Shop Holdings, Inc. on Forms 3, 4 and 5 as required under Section 16(a) of the Securities Exchange Act of 1934, as amended, and any amendments thereto, and to file the same with all exhibits thereto, and other documents in connection therewith, with the SEC, the Company and any stock exchange on which any of the Company's securities are listed, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each act and thing requisite and necessary to be done under said Section 16(a), as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof.

A copy of this power of attorney shall be filed with the SEC. The authorization set forth above shall continue in full force and effect until the undersigned revokes such authorization by written instructions to the attorneys-in-fact.

The authority granted hereby shall in no event be deemed to impose or create any duty on behalf of the attorneys-in-fact with respect to the undersigned's obligations to file a Form ID and Forms 3, 4 and 5 with the SEC.

Dated: 05 13 , 2020	Deborah K. Glasser	. Hlessy
STATE OF NJ	ss.:	
COUNTY OF JY) or)		
On the 13 day of 10 ag., 2020, be personally appeared Deboral K. Glasser, personally appeared Deboral K. Glasser, personally appeared between the person whose name is sufficiently and that behalf of which the person acted, executed the	ersonally known to me or proved to be be b	o me on the basis of satisfactor and acknowledged to me that sh
(SEAL)	Notary Public My Commission Expires	DAVID HASCUP NOTARY PUBLIC State of New Jersey My Commission Expires January 19, 2022
4850-6168-6234		