

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

TILE SHOP HOLDINGS, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

5713
(Primary Standard Industrial
Classification Code Number)

45-5538095
(I.R.S. Employer
Identification Number)

**1400 Carlson Parkway
Plymouth, Minnesota 55441
(763) 852-2901**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Robert A. Rucker
Chief Executive Officer
1400 Carlson Parkway
Plymouth, Minnesota 55441
(763) 852-2901**

(Names, address, including zip code, and telephone number, including area code, of agent for service)

Please send copies of all communications to:

**Susan E. Pravda, Esq.
Paul D. Broude, Esq.
Richard C. Segal, Esq.
Foley & Lardner LLP
111 Huntington Avenue
Boston, Massachusetts 02199
(617) 342-4000**

**Bernard S. Kramer, Esq.
Joel L. Rubinstein, Esq.
Eric Orsic, Esq.
McDermott Will & Emery LLP
340 Madison Avenue
New York, New York 10173
(212) 547-5400**

Approximate date of commencement of the proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer
Non-accelerated filer

(Do not check if a smaller reporting
company)

Accelerated filer
Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)(2)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee(4)(5)
Common Stock, par value \$0.0001 per share	575,000	\$15.00	\$8,625,000	\$1,177

- (1) Includes 75,000 shares that the underwriters have the option to purchase to cover overallotments, if any.
- (2) The 575,000 shares being registered under this registration statement are in addition to the 4,600,000 shares registered pursuant to the registrant's Registration Statement on Form S-1 (File No. 333-185180)
- (3) Based on the public offering price.
- (4) Calculated by multiplying the proposed maximum aggregate offering price of securities to be registered by 0.0001364.
- (5) The registrant previously paid \$9,343 in connection with its Registration Statement of Form S-1 (File No. 333-185180).

This registration statement shall become effective upon filing in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This registration statement is being filed with the United States Securities and Exchange Commission (the "Commission") by Tile Shop Holdings, Inc., a Delaware corporation (the "Company") pursuant to Rule 462(b) and General Instruction V of Form S-1, both as promulgated under the Securities Act of 1933, as amended (the "Securities Act"). The contents of the Registration Statement on Form S-1 (File No. 333-185180) filed by the Company with the Commission, as amended, including each of the documents included therein or incorporated by reference therein and all exhibits thereto, which was declared effective by the Commission on December 12, 2012, are incorporated herein by reference and shall be deemed part of this registration statement. This registration statement includes the registration statement facing page, this page, the signature page, an exhibit index, an opinion of counsel regarding the legality of the securities being registered and a related consent, and the consent of the Company's current and former independent registered public accounting firms.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Plymouth, Minnesota on this 12th day of December, 2012.

TILE SHOP HOLDINGS, INC.

By: /s/ Robert A. Rucker
Name: Robert A. Rucker
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Robert A. Rucker</u> Robert A. Rucker	Chief Executive Officer and Director (Principal Executive Officer)	December 12, 2012
<u>/s/ Timothy C. Clayton</u> Timothy C. Clayton	Chief Financial Officer (Principal Financial Officer; Principal Accounting Officer)	December 12, 2012
<u>*</u> Peter J. Jacullo III	Director	December 12, 2012
<u>*</u> Peter H. Kamin	Director	December 12, 2012
<u>*</u> Todd Krasnow	Director	December 12, 2012
<u>*</u> Adam L. Suttin	Director	December 12, 2012
<u>*</u> William E. Watts	Director and Chairman of the Board	December 12, 2012

*By: /s/ Robert A. Rucker
Robert A. Rucker, Attorney-in-Fact

EXHIBIT INDEX

Exhibit Number	Description
5.1	Opinion of Foley & Lardner LLP
23.1	Consent of McGladrey LLP
23.2	Consent of Deloitte & Touche LLP
23.4	Consent of Foley & Lardner LLP (included in Exhibit 5.1)
24.1*	Power of Attorney

* Included on the signature page to the registrant's Registration Statement on Form S-1 (File No. 333-185180) filed with the Commission on November 28, 2012.

December 12, 2012

CLIENT/MATTER NUMBER
103133-0101

Tile Shop Holdings, Inc.
14000 Carlson Parkway
Plymouth, Minnesota 55441

Re: Tile Shop Holdings, Inc.
Registration Statement on Form S-1

Ladies and Gentlemen:

We are acting as special counsel to Tile Shop Holdings, Inc., a Delaware corporation (the "Company") in connection with the filing with the United States Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act") of (i) a Registration Statement on Form S-1 filed with the Commission on November 28, 2012 (File No. 333-185180), as amended (the "Registration Statement") and (ii) a Registration Statement on Form S-1 filed pursuant to Rule 462(b) filed with the Commission on the date hereof (File No. 333-) (the "462(b) Registration Statement"), relating to the registration of 5,175,000 shares of common stock, par value \$0.0001 per share, of the Company (the "Shares"), all of which are being offered by certain stockholders of the Company (the "Selling Stockholders"), and which include 675,000 shares subject to an over-allotment option granted by the Selling Stockholders to the underwriters for the offering. The Shares in excess of the 4,600,000 shares covered by our original opinion filed as an exhibit to the Registration Statement are referred to herein as the "462(b) Shares."

As such counsel, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such documents, corporate records, certificates of public officials and other instruments as we have deemed necessary for the purposes of rendering this opinion. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity with the originals of all documents submitted to us as copies.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware (including the statutory provisions and all applicable judicial decisions interpreting those laws) and the federal laws of the United States of America. This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, the prospectus that forms a part thereof (the "Prospectus"), or the 462(b) Registration Statement, other than as expressly stated herein with respect to the issuance of the Shares.

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Tile Shop Holdings, Inc.
December 12, 2012
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Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated and in reliance on the statements of fact contained in the documents that we have examined, we are of the opinion that the 462(b) Shares have been duly authorized and are validly issued, fully paid, and non-assessable.

This opinion is for your benefit in connection with the Registration Statement and the 462(b) Registration Statement and may be relied upon only by you and by persons entitled to rely upon it pursuant to applicable provisions of the Act. We consent to the filing of this opinion as an exhibit to the 462(b) Registration Statement and further consent to our name under the caption "Legal Matters" in the Prospectus that is part of the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Foley & Lardner LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-1 of Tile Shop Holdings, Inc. of our report dated June 29, 2012 (except for Note 11 as to which the date is November 16, 2012), relating to our audit of Tile Shop Holdings, Inc. and Subsidiaries' (formerly known as The Tile Shop LLC and Subsidiary) consolidated financial statements as of December 31, 2010 and for each of the two years in the period ended December 31, 2010, which appears in Registration Statement (No. 333-185180) on Form S-1 of Tile Shop Holdings, Inc. filed on December 10, 2012.

/s/ McGladrey LLP

Minneapolis, Minnesota
December 12, 2012

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated November 15, 2012, relating to the consolidated financial statements of Tile Shop Holdings, Inc. and Subsidiaries (formerly known as The Tile Shop, LLC and Subsidiary) for the year ended December 31, 2011 appearing in Amendment No. 1 to Registration Statement No. 333-185180 on Form S-1.

/s/ DELOITTE & TOUCHE LLP

Chicago, Illinois
December 12, 2012
