

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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>KAMIN PETER H</u> (Last) (First) (Middle) <u>C/O TILE SHOP HOLDINGS, INC.</u> <u>14000 CARLSON PARKWAY</u> (Street) <u>PLYMOUTH MN US 55441</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>08/21/2012</u>	3. Issuer Name and Ticker or Trading Symbol <u>TILE SHOP HOLDINGS, INC. [TTS]</u>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	5. 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
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	10,000	D	
Common Stock	274,926	I ⁽¹⁾	By Peter H. Kamin Revocable Trust ⁽¹⁾
Common Stock	164,955	I ⁽²⁾	By Peter H. Kamin Childrens Trust ⁽²⁾
Common Stock	35,361	I ⁽³⁾	By Peter H. Kamin GST Trust ⁽³⁾
Common Stock	109,970	I ⁽⁴⁾	By 3K Limited Partnership ⁽⁴⁾
Common Stock	100	I ⁽⁵⁾	By Son ⁽⁵⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Common Stock Warrants (Right to Buy)	09/20/2012	08/21/2017	Common Stock	37,005	11.5	I ⁽¹⁾	By Peter H. Kamin Revocable Trust ⁽¹⁾
Common Stock Warrants (Right to Buy)	09/20/2012	08/21/2017	Common Stock	22,200	11.5	I ⁽²⁾	By Peter H. Kamin Childrens Trust ⁽²⁾
Common Stock Warrants (Right to Buy)	09/20/2012	08/21/2017	Common Stock	13,304	11.5	I ⁽³⁾	By Peter H. Kamin GST Trust ⁽³⁾
Common Stock Warrants (Right to Buy)	09/20/2012	08/21/2017	Common Stock	14,799	11.5	I ⁽⁴⁾	By 3K Limited Partnership ⁽⁴⁾

Explanation of Responses:

1. These securities are owned by the Peter H. Kamin Revocable Trust dated February 2003. The reporting person is trustee of the trust. The reporting person 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 the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
2. These securities are owned by the Peter H. Kamin Childrens Trust dated March 1997. The reporting person is trustee of the trust. The reporting person 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 the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
3. These securities are owned by the Peter H. Kamin GST Trust. The reporting person is trustee of the trust. The reporting person 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 the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
4. These securities are owned by 3K Limited Partnership. The reporting person is general partner of the limited partnership. The reporting person 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 the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.
5. These securities are owned by the reporting person's son. The reporting person 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 the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

/s/ Susan E. Pravda, by power of attorney 08/21/2012

** 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 5 (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

Know all by these presents that, for good and valuable consideration, the sufficiency and receipt of which are hereby acknowledged, the undersigned hereby constitutes and appoints each of Robert A. Rucker, Susan E. Pravda, Paul D. Broude, and Warren Garden, and any of their substitutes, signing singly, the undersigned's true and lawful attorney in fact to:

- (1) execute for and on behalf of the undersigned (in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder (the "Exchange Act")), any and all Forms 3, 4 and/or 5, and any amendments thereto, that are necessary or advisable for the undersigned to file under Section 16(a) (collectively, "Documents") with respect to the undersigned's holdings of and transactions in the securities issued by Tile Shop Holdings, Inc., a Delaware corporation (the "Company");
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Documents and timely file such Documents with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney in fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve in such attorney in fact's discretion.

The undersigned hereby grants to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that each such attorney in fact (or such attorney in fact's substitute or substitutes) shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that each attorney in fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is such attorney in fact's substitute or substitutes or the Company assuming, any of the undersigned's responsibilities to comply with the Exchange Act.

The undersigned agrees that such attorney in fact may rely entirely on information furnished orally or in writing by the undersigned to such attorney in fact. The undersigned also agrees to indemnify and hold harmless the Company and such attorney in fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based on any untrue statement or omission of necessary facts in the information provided by the undersigned to such attorney in fact for purposes of executing, acknowledging, delivering and filing Documents and agrees to reimburse the Company and such attorney in fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Documents with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each of the foregoing attorneys in fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 25th day of July, 2012.

/s/ Peter H. Kamin
