

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

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>KAMIN PETER H</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. [ TTS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/23/2019</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	10/23/2019		P		1,414,884	A	\$1.55 <sup>(1)</sup>	2,226,259 <sup>(2)</sup>	D	
Common Stock	10/24/2019		P		232,287	A	\$1.68 <sup>(3)</sup>	2,458,546 <sup>(2)</sup>	D	
Common Stock	10/25/2019		P		169,514	A	\$1.62 <sup>(4)</sup>	2,628,060 <sup>(2)</sup>	D	
Common Stock	10/23/2019		P		444,474	A	\$1.55 <sup>(1)</sup>	1,220,462	I	By Peter H. Kamin Revocable Trust <sup>(5)</sup>
Common Stock	10/24/2019		P		106,514	A	\$1.68 <sup>(3)</sup>	1,326,976	I	By Peter H. Kamin Revocable Trust <sup>(5)</sup>
Common Stock	10/25/2019		P		77,923	A	\$1.62 <sup>(4)</sup>	1,404,899	I	By Peter H. Kamin Revocable Trust <sup>(5)</sup>
Common Stock	10/23/2019		P		251,448	A	\$1.55 <sup>(1)</sup>	744,963	I	By Peter H. Kamin Childrens Trust <sup>(6)</sup>
Common Stock	10/24/2019		P		70,031	A	\$1.68 <sup>(3)</sup>	814,994	I	By Peter H. Kamin Childrens Trust <sup>(6)</sup>
Common Stock	10/25/2019		P		43,898	A	\$1.62 <sup>(4)</sup>	858,892	I	By Peter H. Kamin Childrens Trust <sup>(6)</sup>
Common Stock	10/23/2019		P		54,550	A	\$1.55 <sup>(1)</sup>	271,239	I	By 3K Limited Partnership <sup>(7)</sup>
Common Stock	10/24/2019		P		13,068	A	\$1.68 <sup>(3)</sup>	284,307	I	By 3K Limited Partnership <sup>(7)</sup>
Common Stock	10/25/2019		P		9,528	A	\$1.62 <sup>(4)</sup>	293,835	I	By 3K Limited Partnership <sup>(7)</sup>

**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	10/25/2019		P		50,000	A	\$1.62 <sup>(4)</sup>	57,453	I	By Peter H. Kamin Family Foundation <sup>(8)</sup>
Common Stock	10/23/2019		P		41,900	A	\$1.55 <sup>(1)</sup>	177,261	I	By Peter H. Kamin GST Trust <sup>(9)</sup>
Common Stock	10/24/2019		P		44,850	A	\$1.68 <sup>(3)</sup>	222,111	I	By Peter H. Kamin GST Trust <sup>(9)</sup>
Common Stock	10/25/2019		P		50,000	A	\$1.62 <sup>(4)</sup>	272,111	I	By Peter H. Kamin GST Trust <sup>(9)</sup>

**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)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$1.18 to \$1.65 inclusive. The reporting person undertakes to provide Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc. or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- Includes 21,499 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.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$1.62 to \$1.71 inclusive. The reporting person undertakes to provide Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc. or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$1.58 to \$1.67 inclusive. The reporting person undertakes to provide Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc. or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- 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.
- 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.
- These securities are owned by the 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.
- These securities are owned by the Peter H. Kamin Family Foundation. The reporting person is trustee of the foundation. 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.
- 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.

**Remarks:**

/s/ [Amanda Lorentz](#) as  
[Attorney-in-Fact for Peter H. Kamin pursuant to Power of Attorney previously filed.](#)      10/25/2019

\*\* 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.**