

OMB APPROVAL	
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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Lolmaugh Cabell</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer		
			3. Date of Earliest Transaction (Month/Day/Year) 03/06/2023					
			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	03/06/2023		A		18,520 <sup>(1)</sup>	A	\$0	205,272	D	
Common Stock	03/06/2023		A		37,039 <sup>(2)</sup>	A	\$0	242,311	D	
Common Stock	03/07/2023		F		1,845 <sup>(3)</sup>	D	\$4.94	240,466 <sup>(4)(5)</sup>	D	

**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					
Stock Option (Right to Buy)	\$8.5							(6)	11/06/2027	Common Stock	26,900	26,900	D	
Stock Option (Right to Buy)	\$5.55							(6)	02/22/2028	Common Stock	56,000	56,000	D	
Stock Option (Right to Buy)	\$6.26							(6)	02/20/2029	Common Stock	97,067	97,067	D	

**Explanation of Responses:**

- Represents shares of restricted stock for which the risks of forfeiture will lapse in three equal annual installments on each of 3/6/24, 3/6/25 and 3/6/26, subject to continuous employment as of the applicable vesting date.
- Represents shares of performance-based restricted stock for which the risks of forfeiture will lapse as to 30% of the shares on the date the Issuer files its annual report for the year ending December 31, 2023, 30% of the shares on the date the Issuer files its annual report for the year ending December 31, 2024, and 40% of the shares on the date the Issuer files its annual report for the year ending December 31, 2025, subject to (i) Mr. Lolmaugh remaining in continuous employment with the Issuer through December 31 of the year preceding the applicable vesting date and (ii) the Issuer achieving 15%, 20%, and 20% of adjusted pre-tax return on capital employed (as such results are reported in the Issuer's annual report for the applicable year) for each respective year.
- The reporting person has elected to satisfy his tax withholding obligation in connection with the vesting of a prior restricted stock grant by directing the Issuer to withhold shares otherwise issuable upon vesting of the previously reported grant.
- Includes (i) 56,988 shares of restricted stock for which the risks of forfeiture will lapse as to 28,494 shares on each of 3/16/23 and 3/16/24; (ii) 10,147 shares of restricted stock for which the risks of forfeiture will lapse as to 5,066 shares on 3/15/23 and 5,081 shares on 3/15/24; (iii) 10,274 shares of restricted stock for which the risks of forfeiture will lapse in equal annual installments on each of 3/7/24 and 3/7/25; (iv) 18,520 shares of restricted stock for which the risks of forfeiture will lapse in equal annual installments on each of 3/6/24, 3/6/25 and 3/6/26; and
- (v) the following shares of performance-based restricted stock, which are, in each case, subject to Mr. Lolmaugh remaining in continuous employment with the Issuer through December 31 of the year preceding the applicable vesting date and the Issuer achieving its performance target for each respective year: (A) 12,171 shares for which the risks of forfeiture will lapse on the date the Issuer files its annual report for the 2023 fiscal year; (B) 21,576 shares for which the risks of forfeiture will lapse as to 30% and 40% of the initial number of shares granted on each of the dates the Issuer files its annual report for the 2023 and 2024 fiscal years, respectively; and (C) 37,039 shares for which the risks of forfeiture will lapse as to 30%, 30% and 40% on each of the dates the Issuer files its annual report for the 2023, 2024 and 2025 fiscal years, respectively. The Issuer's proxy statement contains additional information regarding the applicable performance targets.
- Fully exercisable.

/s/ Cabell Lolmaugh

03/08/2023

\*\* 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.

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