

RUCKER ROBERT A

Form 5

February 14, 2018

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP OF SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
RUCKER ROBERT A2. Issuer Name **and** Ticker or Trading
Symbol
TILE SHOP HOLDINGS, INC.
[TTS]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2017☒ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Interim CEOC/O TILE SHOP HOLDINGS,
INC., 14000 CARLSON
PARKWAY

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

PLYMOUTH, MN 55441

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/27/2017	Â	G	15,600	D \$ 0 240,825	D	Â
Common Stock	07/27/2017	Â	G	1,950	A \$ 0 3,380	I	By Spouse
Common Stock	07/27/2017	Â	G	1,950	A \$ 0 3,380	I	By UGMA #1

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Common Stock	07/27/2017	Â	G	1,950	A	\$ 0	3,380	I	By UGMA #2
Common Stock	07/27/2017	Â	G	1,950	A	\$ 0	3,380	I	By UGMA #3
Common Stock	07/27/2017	Â	G	1,950	A	\$ 0	3,380	I	By UGMA #4
Common Stock	07/27/2017	Â	G	1,950	A	\$ 0	3,380	I	By UGMA #5
Common Stock	07/27/2017	Â	G	1,950	A	\$ 0	3,380	I	By UGMA #6
Common Stock	07/27/2017	Â	G	1,950	A	\$ 0	3,380	I	By UGMA #7
Common Stock	10/13/2017	Â	G	2,300,000	D	\$ 0	500,000	I	By 2016 Grantor Retained Annuity Trust
Common Stock	10/13/2017	Â	G	2,300,000	A	\$ 0	4,952,428	I	By The Tile Shop, Inc. ⁽²⁾
Common Stock	10/13/2017	Â	G	2,000,000	D	\$ 0	2,952,428	I	By The Tile Shop, Inc. ⁽²⁾
Common Stock	10/13/2017	Â	G	2,000,000	A	\$ 0	2,000,000	I	By 2017 Grantor Retained Annuity Trust
Common Stock	12/12/2017	Â	G	9,000	D	\$ 0	231,825 ⁽¹⁾	D	Â
Common Stock	12/15/2017	Â	G	2,300,000	D	\$ 0	652,428	I	By The Tile Shop, Inc. ⁽²⁾
Common Stock	12/15/2017	Â	G	2,300,000	A	\$ 0	2,300,000	I	By 2017 Grantor Retained Annuity Trust II

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUCKER ROBERT A C/O TILE SHOP HOLDINGS, INC. 14000 CARLSON PARKWAY PLYMOUTH, MN 55441	Â X	Â X	Â Interim CEO	Â

Signatures

/s/ John R. Houston as Attorney-in-Fact for Robert Rucker pursuant to Power of Attorney previously filed.

02/14/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

Includes 5,038 shares of restricted stock granted pursuant to the Company's 2012 Omnibus Award Plan, which are subject to a purchase option in favor of the Company until the earlier of (a) the date of the Company's next annual meeting of stockholders and (2) July 13, 2018.

(1) These securities are owned by The Tile Shop, Inc. ("TS, Inc."). The reporting person is the sole officer and member of the board of directors of TS, Inc., holds sole voting and dispositive power over the securities held by TS, Inc., and may be deemed to beneficially own the securities held by TS, Inc..

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.