

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

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>Davis Mark Burton</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP Inv. Relations & CAO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/06/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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		9,260 ⁽¹⁾	A	\$0	110,239	D	
Common Stock	03/06/2023		A		18,519 ⁽²⁾	A	\$0	128,758	D	
Common Stock	03/07/2023		F		923 ⁽³⁾	D	\$4.94	127,835 ⁽⁴⁾⁽⁵⁾	D	
Common Stock								820	I	By Child #1
Common Stock								775	I	By Child #2
Common Stock								765	I	By Child #3

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	5,400	5,400	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. Davis 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) 14,368 shares of restricted stock for which the risk of forfeiture will lapse on 10/23/23; (ii) 7,123 shares of restricted stock for which the risks of forfeiture will lapse as to 3,562 shares on 3/16/23 and 3,561 shares on 3/16/24; (iii) 5,073 shares of restricted stock for which the risks of forfeiture will lapse as to 2,533 shares on 3/15/23 and 2,540 shares on 3/15/24; (iv) 5,137 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; (v) 9,260 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
- (vi) the following shares of performance-based restricted stock, which are, in each case, subject to Mr. Davis 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) 6,085 shares for which the risks of forfeiture will lapse on the date the Issuer files its annual report for the 2023 fiscal year; (B) 10,788 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) 18,519 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/ Mark B. Davis

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.

