

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

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| 1. Name and Address of Reporting Person*<br><u>KAMIN PETER H</u><br><br>(Last) (First) (Middle)<br><u>C/O TILE SHOP HOLDINGS, INC.</u><br><u>14000 CARLSON PARKWAY</u><br><br>(Street)<br><u>PLYMOUTH MN 55441</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>TILE SHOP HOLDINGS, INC. [ TTS ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>07/19/2017</u>                  |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                               | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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                    | 07/19/2017                           |  | P                              |   | 37,782  | A          | \$14.5  | 435,908   | D  |   |
| Common Stock                    | 07/20/2017                           |  | P                              |   | 24,150  | A          | \$14.31 | 460,058   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |         | 7,453   | I  | By Peter H. Kamin Family Foundation <sup>(1)</sup>    |
| Common Stock                    | 07/19/2017                           |  | P                              |   | 33,743  | A          | \$14.5  | 412,802   | I  | By Peter H. Kamin Revocable Trust <sup>(2)</sup>      |
| Common Stock                    | 07/20/2017                           |  | P                              |   | 21,568  | A          | \$14.31 | 434,370   | I  | By Peter H. Kamin Revocable Trust <sup>(2)</sup>      |
| Common Stock                    | 07/19/2017                           |  | P                              |   | 21,413  | A          | \$14.5  | 249,629   | I  | By Peter H. Kamin Childrens Trust <sup>(3)</sup>      |
| Common Stock                    | 07/20/2017                           |  | P                              |   | 13,686  | A          | \$14.31 | 263,315   | I  | By Peter H. Kamin Childrens Trust <sup>(3)</sup>      |
| Common Stock                    | 07/19/2017                           |  | P                              |   | 4,062   | A          | \$14.5  | 164,785   | I  | By 3K Limited Partnership <sup>(4)</sup>              |
| Common Stock                    | 07/20/2017                           |  | P                              |   | 2,596   | A          | \$14.31 | 167,381   | I  | By 3K Limited Partnership <sup>(4)</sup>              |
| Common Stock                    |                                      |  |                                |   |   |            |         | 135,361   | I  | By Peter H. Kamin GST Trust <sup>(5)</sup>            |
| Common Stock                    |                                      |  |                                |   |   |            |         | 100   | I  | By Son <sup>(6)</sup>                                 |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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:**

1. 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.
2. 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.
3. 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.
4. 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.
5. 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.
6. These securities are owned by 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.

**Remarks:**

/s/ John R. Houston as  
Attorney-in-Fact for Peter H.  
Kamin pursuant to Power of  
Attorney previously filed.

07/21/2017

\*\* 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.**