

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

<b>1. Name and Address of Reporting Person*</b> <u>Lunan Karla</u> <hr/> (Last) (First) (Middle) C/O TILE SHOP HOLDINGS, INC. 14000 CARLSON PARKWAY <hr/> (Street) PLYMOUTH MN 55441 <hr/> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>TILE SHOP HOLDINGS, INC. [ TTSH ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 03/06/2024	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	

**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	03/06/2024		F		1,478 <sup>(1)</sup>	D	\$6.82	75,666	D	
Common Stock	03/07/2024		F		1,230 <sup>(1)</sup>	D	\$6.73	74,436 <sup>(2)(3)</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					

**Explanation of Responses:**

- The reporting person has elected to satisfy her 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) 3,424 shares of restricted stock for which the risks of forfeiture will lapse on 3/7/25; (ii) 8,230 shares of restricted stock for which the risks of forfeiture will lapse in equal annual installments on each of 3/6/25 and 3/6/26; (iii) 10,083 shares for which the risks of forfeiture will lapse in equal annual installments on each of 3/4/25, 3/4/26 and 3/4/27; and
- (iv) the following shares of performance-based restricted stock, which are, in each case, subject to Ms. Lunan 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) 8,219 shares for which the risks of forfeiture will lapse on the date the Issuer files its annual report for the 2024 fiscal year; (B) 17,285 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 2024 and 2025 fiscal years, respectively; and (C) 20,167 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 2024, 2025 and 2026 fiscal years, respectively. The Issuer's proxy statement contains additional information regarding the applicable performance targets.

/s/ Karla Lunan 03/08/2024  
 \*\* 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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