

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

1. Title of Derivative (Instr. 3)	2. Conversion Date (Instr. 3)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code V Code (Instr. 8)	(A) Num of Derivative Securities Acquired (Instr. 3, 4 and 5)	(D) Disposed of (Instr. 3, 4 and 5)	Date Exercisable (Month/Day/Year)	Expiration Date (Month/Day/Year)	Title of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares (Instr. 5)	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 Beneficial Ownership (Instr. 4)
1. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$2.71 to \$1.65 inclusive. This reporting person undertakes to provide Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc. or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.														
2. Includes 21,499 shares of restricted stock granted pursuant to the Company's 2012 Omnibus Award Plan, which are subject to a risk of forfeiture until the earlier of (a) the date of the Company's next annual meeting of stockholders and (b) July 16, 2020.														
3. 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.														
4. 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.														
5. 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.														
6. 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.														
7. 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.														

Remarks:

/s/ Peter H. Kamin

11/07/2019

** 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.