

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>RUCKER ROBERT A</u> (Last) (First) (Middle) 15236 BOULDER POINTE ROAD (Street) EDEN PRAIRIE MN 55347 (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/26/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	08/26/2020		S		3,380	D	\$2.51 ⁽¹⁾	0	I	By UGMA #1
Common Stock	08/26/2020		S		3,380	D	\$2.51 ⁽¹⁾	0	I	By UGMA #2
Common Stock	08/26/2020		S		3,380	D	\$2.56 ⁽²⁾	0	I	By UGMA #3
Common Stock	08/26/2020		S		3,380	D	\$2.57 ⁽³⁾	0	I	By UGMA #4
Common Stock	08/26/2020		S		3,380 ⁽⁴⁾	D	\$2.49 ⁽⁴⁾	0	I	By UGMA #5
Common Stock	08/26/2020		S		3,380	D	\$2.5 ⁽⁵⁾	0	I	By UGMA #6
Common Stock	09/03/2020		S		3,380	D	\$2.4 ⁽⁶⁾	0	I	By Spouse
Common Stock	10/01/2020		S		3,380	D	\$2.81 ⁽⁷⁾	0	I	By UGMA #7
Common Stock	12/23/2020		G		58,950	D	\$0	64,529 ⁽⁸⁾	D	
Common Stock	12/23/2020		G		6,550	A	\$0	6,550	I	By UGMA #5
Common Stock	12/30/2020		G		26,200	D	\$0	38,329 ⁽⁸⁾	D	
Common Stock								5,029,974	I	By The Tile Shop, Inc. ⁽⁹⁾

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)
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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)	Code	V	Transaction Code (Instr. 8)	6. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	7. Date Exercisable or Expiration Date (Month/Day/Year)	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)

(Last) **RUCKER ROBERT A**
 (First)
 (Middle)
15236 BOULDER POINTE ROAD
 (Street)
EDEN PRAIRIE MN 55347
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
TILE SHOP, INC.
 (Last) (First) (Middle)
15236 BOULDER POINTE ROAD
 (Street)
EDEN PRAIRIE MN 55347
 (City) (State) (Zip)

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$2.50 to \$2.60, inclusive. The reporting person undertakes to provide to Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$2.55 to \$2.60, inclusive. The reporting person undertakes to provide to Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$2.55 to \$2.575, inclusive. The reporting person undertakes to provide to Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc.
- These shares were previously reported as indirectly held by the reporting person's spouse but should have been reported as held indirectly in an UGMA account. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$2.49 to \$2.50, inclusive. The reporting person undertakes to provide to Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$2.50 to \$2.55, inclusive. The reporting person undertakes to provide to Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$2.40 to \$2.42, inclusive. The reporting person undertakes to provide to Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$2.81 to \$2.83, inclusive. The reporting person undertakes to provide to Tile Shop Holdings, Inc., any security holder of Tile Shop Holdings, Inc.
- The reporting person previously reported direct holdings of 75,596 shares in its Form 4 filed on November 19, 2020. In December 22, 2020, 72,454 shares were transferred from the reporting person's indirect holdings held by The Tile Shop, Inc. to the reporting person's direct account. The reporting person's direct holdings were also reduced by 24,571 shares that were subject to a restricted stock grant that was forfeited.
- These securities are owned by The Tile Shop, Inc. Mr. Rucker is the sole director of The Tile Shop, Inc. Mr. Rucker 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 Mr. Rucker is the beneficial owner of such securities for Section 16 or any other purpose.

/s/ Robert A. Rucker 02/18/2021

/s/ Robert A. Rucker,
 President, Tile Shop, Inc. 02/18/2021

** 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.