

OMB APPROVAL	
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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>			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>Senior VP, CFO and Secretary</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/13/2024</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O <u>TILE SHOP HOLDINGS, INC.</u> <u>14000 CARLSON PARKWAY</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>PLYMOUTH MN 55441</u>		Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(City)	(State)	(Zip)						

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	05/13/2024		A		2,464 ⁽¹⁾	A	\$0	116,774	D	
Common Stock	05/13/2024		A		4,928 ⁽²⁾	A	\$0	121,702 ⁽³⁾⁽⁴⁾	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					
Stock Option (Right to Buy)	\$8.5							(5)	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 5/13/25, 5/13/26 and 5/13/27, 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 May 13, 2025, 30% of the shares on the date the Issuer files its annual report for the year ending December 31, 2025, and 40% of the shares on the date the Issuer files its annual report for the year ending December 31, 2026, 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 12%, 14% and 15% of adjusted pre-tax return on capital employed for each respective year.
- Includes (i) 2,568 shares of restricted stock for which the risks of forfeiture will lapse on 3/7/25; (ii) 6,173 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) 7,562 shares for which the risks of forfeiture will lapse in equal annual installments on each of 5/13/25, 5/13/26 and 5/13/27; and (iv) 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:
- (cont.) (A) 6,165 shares for which the risks of forfeiture will lapse on the date the Issuer files its annual report for the 2024 fiscal year; (B) 12,963 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; (C) 15,125 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; and (D) 4,928 shares for which the risks of forfeiture will lapse as to 30%, 30% and 40% on each of May 13, 2025 and the dates the Issuer files its annual report for the 2025 and 2026 fiscal years, respectively. The Issuer's proxy statement contains additional information regarding the applicable performance targets.
- Fully exercisable.

/s/ Mark B. Davis 05/15/2024

** 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.

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.