

TUESDAY MORNING CORP/DE  
Form 4  
June 05, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Becker Steven R

2. Issuer Name and Ticker or Trading Symbol  
TUESDAY MORNING CORP/DE  
[TUES]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
500 CRESCENT COURT, SUITE 230  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/01/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

DALLAS, TX 75201

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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 or Price		
Common Stock	06/01/2017		P		25,000 A \$ 1.725	668,137	D <sup>(1)</sup>
Common Stock	06/02/2017		P		25,000 A \$ 1.7	693,137	D <sup>(1)</sup>
Common Stock	06/05/2017		P		50,000 A \$ 1.7455	743,137	D <sup>(1)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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 Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 6.71							(2)	09/01/2026	Common Stock	248,385
Non-Qualified Stock Option (Right to Buy)	\$ 5.64							(3)	02/02/2026	Common Stock	295,508
Non-Qualified Stock Option (Right to Buy)	\$ 4.22							(4)	07/01/2022	Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Becker Steven R 500 CRESCENT COURT, SUITE 230 DALLAS, TX 75201	X		Chief Executive Officer	

## Signatures

/s/ Steven R.  
Becker

06/05/2017

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) The reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the beneficial owner of any securities covered by this statement. The reporting person disclaims beneficial ownership of the securities covered by this statement, except to the

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extent of the pecuniary interest of such person in such securities.

- (2) The option vests in equal annual installments over four years beginning on the first anniversary of the grant date. The option was granted to Steven R. Becker on September 1, 2016 pursuant to the Tuesday Morning Corporation 2014 Long-Term Incentive Plan.
- (3) The option vests in equal annual installments over four years beginning on the first anniversary of the grant date. The option was granted to Mr. Becker on February 2, 2016 pursuant to the Tuesday Morning Corporation 2014 Long-Term Incentive Plan.
- (4) The option is fully vested and currently exercisable, and was granted to Mr. Becker on July 1, 2012 pursuant to the Tuesday Morning Corporation 2004 Long-Term Equity Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.