

Geadelmann Kirk
Form 4
April 23, 2019

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 *
Geadelmann Kirk

2. Issuer Name and Ticker or Trading Symbol
TILE SHOP HOLDINGS, INC.
[TTS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

C/O TILE SHOP HOLDINGS, INC., 14000 CARLSON PARKWAY

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/19/2019

PLYMOUTH, MN 55441

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 04/19/2019 | | F | 467 ⁽¹⁾ D \$ 5.6 | 39,816 ⁽²⁾ | D | |

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

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SEC 1474 (9-02)

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

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| 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) | 8. Price or Per Share Value (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 10.93 | | | | | <u>(3)</u> | | 08/12/2021 | | Common Stock | 100,000 |
| Stock Option (Right to Buy) | \$ 18.15 | | | | | <u>(4)</u> | | 04/20/2026 | | Common Stock | 12,500 |
| Stock Option (Right to Buy) | \$ 20.35 | | | | | <u>(5)</u> | | 05/11/2027 | | Common Stock | 13,200 |
| Stock Option (Right to Buy) | \$ 8.6 | | | | | <u>(6)</u> | | 11/02/2027 | | Common Stock | 26,500 |
| Stock Option (Right to Buy) | \$ 6.26 | | | | | <u>(7)</u> | | 02/20/2029 | | Common Stock | 97,067 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Geadelmann Kirk C/O TILE SHOP HOLDINGS, INC. 14000 CARLSON PARKWAY PLYMOUTH, MN 55441 | | | Chief Financial Officer | |

Signatures

/s/ Amanda Lorentz as Attorney-in-Fact for Kirk Geadelmann pursuant to Power of Attorney previously filed.

04/23/2019

**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 has elected to satisfy his 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) 2,600 shares of restricted stock for which the Issuer's purchase option will lapse as to 1,300 shares on each of 4/20/20 and 4/20/21; (ii) 2,250 shares of restricted stock for which the Issuer's purchase option will lapse as to 750 shares on each of 5/11/19, 5/11/20 and 5/11/21; (iii) 3,000 shares of performance-based restricted stock for which the Issuer's purchase option will lapse on 5/11/20, if at all, based on the Issuer's achievement of its three-year Adjusted EBITDA target; (iv) 8,738 shares of restricted stock for which the risks of forfeiture will lapse as to 2,912 shares on 11/2/19 and 2,913 shares on each of 11/2/20 and 11/2/21; and (v) 6,750 shares of restricted stock for which the risks of forfeiture will lapse as to 2,250 shares on each of 2/22/20, 2/22/21 and 2/22/22.
- (2) Options to purchase 20,000 shares vest on each of 8/12/15, 8/12/16, 8/12/17, 8/12/18 and 8/12/19.
- (3) Options to purchase 2,500 shares vest on each of 4/20/17, 4/20/18, 4/20/19, 4/20/20 and 4/20/21.
- (4) Options to purchase 3,300 shares vest on each of 5/11/18, 5/11/19, 5/11/20 and 5/11/21.
- (5) Options to purchase 6,625 shares vest on each of 11/2/18, 11/2/19, 11/2/20 and 11/2/21.
- (6) Options to purchase 24,266 shares vest on 2/20/20 and options to purchase 24,267 shares vest on each of 2/20/21, 2/20/22 and 2/20/23.
- (7)

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.