

TILLY'S, INC.
Form 3
May 03, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â HS ANNUITY TRUST

(Last) (First) (Middle)

C/O TILLY'S, INC.,Â 10
WHATNEY

(Street)

IRVINE,Â CAÂ 92618

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/03/2012

3. Issuer Name **and** Ticker or Trading Symbol
TILLY'S, INC. [TLYS]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

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

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

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

SEC 1473 (7-02)

**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 control number.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Date Expiration Title Amount or
Exercisable Date Shares

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

(Instr. 5)

CLASS B COMMON STOCK	Â (1)	Â (1)	CLASS A COMMON STOCK	2,000,000	\$ (1)	D	Â
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HS ANNUITY TRUST C/O TILLY'S, INC. 10 WHATNEY IRVINE, CA 92618	Â	Â X	Â	Â

Signatures

/s/ PATRICK GROSSO, ATTORNEY-IN-FACT FOR NETTA SCHROER AND AMY SHAKED, CO-TRUSTEES OF THE HS ANNUITY TRUST

05/03/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Reflects ownership of Class B Common Stock held by the Reporting Person on the effective date of the Issuer's Registration Statement on (1) Form S-1 (Registration No. 333-175299). Class B Common Stock has no expiration date and, subject to certain events, is automatically convertible on a one-for-one basis into shares of Class A Common Stock.

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Remarks:

EXHIBITÂ LIST:

EXHIBITÂ 24.1Â -Â POWERÂ OFÂ ATTORNEYÂ FORÂ NETTAÂ SCHROER

EXHIBITÂ 24.2Â -Â POWERÂ OFÂ ATTORNEYÂ FORÂ AMYÂ SHAKED

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.