Lolmaugh Cabell
Form 3
February 26, 2018

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 Lolmaugh Cabell
(Last) (First) (Middle)

C/O TILE SHOP HOLDINGS, INC.,Â 14000 CARLSON PARKWAY
(Street)

PLYMOUTH,Â MNÂ 55441
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
02/19/2018

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

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

_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Sr. VP and COO

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

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)
Common Stock	12,048 (1)	D	Â

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

SEC 1473 (7-02)

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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)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (2)	10/21/2021	Common Stock	5,700	$ 8.58	D	Â
Stock Option (right to buy)	Â (3)	08/21/2022	Common Stock	2,750	$ 10	D	Â
Stock Option (right to buy)	Â (4)	07/14/2022	Common Stock	1,613	$ 14.19	D	Â
Stock Option (right to buy)	Â (5)	11/02/2027	Common Stock	26,900	$ 8.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lolmaugh Cabell C/O TILE SHOP HOLDINGS, INC. 14000 CARLSON PARKWAY PLYMOUTH,Â MNÂ 55441	Â	Â	Â Sr. VP and COO	Â

Signatures

/s/ Amanda Lorentz as Attorney-in-Fact for Cabell Lolmaugh pursuant to Power of Attorney filed herewith. 02/26/2018

**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).

(1) Represents 12,048 shares of restricted stock for which the risks of forfeiture will lapse in installments of 3,012 shares on each of 10/17/18, 10/17/19, 10/17/20 and 10/17/21.

(2) Options to purchase 2,700 shares are exercisable and options to purchase 1,500 shares vest on each of 10/21/18 and 10/21/19.

(3) Fully exercisable.

(4) Options to purchase 646 shares are exercisable, options to purchase 323 shares vest on 7/14/18 and options to purchase 322 shares vest on each of 7/14/19 and 7/14/20.

(5) Options to purchase 6,725 shares vest on each of 11/6/18, 11/6/19, 11/6/20 and 11/6/21.

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