

TILE SHOP HOLDINGS, INC.

Form 3

August 21, 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 KAMIN PETER H
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
08/21/2012

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

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

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

(Street)

PLYMOUTH,Â MNÂ US 55441

(City) (State) (Zip)

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 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	10,000	D	Â
Common Stock	274,926	I <u>(1)</u>	By Peter H. Kamin Revocable Trust <u>(1)</u>
Common Stock	164,955	I <u>(2)</u>	By Peter H. Kamin Childrens Trust <u>(2)</u>
Common Stock	35,361	I <u>(3)</u>	By Peter H. Kamin GST Trust <u>(3)</u>
Common Stock	109,970	I <u>(4)</u>	By 3K Limited Partnership <u>(4)</u>
Common Stock	100	I <u>(5)</u>	By Son <u>(5)</u>

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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Common Stock Warrants (Right to Buy)	09/20/2012	08/21/2017	Common Stock	37,005	\$ 11.5	I ⁽¹⁾	By Peter H. Kamin Revocable Trust ⁽¹⁾
Common Stock Warrants (Right to Buy)	09/20/2012	08/21/2017	Common Stock	22,200	\$ 11.5	I ⁽²⁾	By Peter H. Kamin Childrens Trust ⁽²⁾
Common Stock Warrants (Right to Buy)	09/20/2012	08/21/2017	Common Stock	13,304	\$ 11.5	I ⁽³⁾	By Peter H. Kamin GST Trust ⁽³⁾
Common Stock Warrants (Right to Buy)	09/20/2012	08/21/2017	Common Stock	14,799	\$ 11.5	I ⁽⁴⁾	By 3K Limited Partnership ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KAMIN PETER H C/O TILE SHOP HOLDINGS, INC. 14000 CARLSON PARKWAY PLYMOUTH, MN US 55441	Â X	Â	Â	Â

Signatures

/s/ Susan E. Pravda, by power of attorney

08/21/2012

**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).

These securities are owned by the Peter H. Kamin Revocable Trust dated February 2003. The reporting person is trustee of the trust. The (1) reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

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(2) These securities are owned by the Peter H. Kamin Childrens Trust dated March 1997. The reporting person is trustee of the trust. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

(3) These securities are owned by the Peter H. Kamin GST Trust. The reporting person is trustee of the trust. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

(4) These securities are owned by 3K Limited Partnership. The reporting person is general partner of the limited partnership. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

(5) These securities are owned by the reporting person's son. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

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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