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RUCKER ROBERT A

Form 3

August 21, 2012

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number:

response...

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SECURITIES

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

(Print or Type Responses)

1. Name and Address of Reporting Person *

À RUCKER ROBERT A

(Last)

(First)

(Middle)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

TILE SHOP HOLDINGS, INC. [TTS]

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

PARKWAY

(Street)

Statement

(Month/Day/Year)

08/21/2012

4. Relationship of Reporting

Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

Chief Executive Officer

X Director _X__ Officer

X 10% Owner 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

By The Tile Shop, Inc. (1)

PLYMOUTH. MNÂ US 55441

(City) (State)

(Instr. 4)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

Common Stock

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership

Â

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

Form: Direct (D)

or Indirect

(I) (Instr. 5)

Common Stock 250,000

8,313,792

D

 $I^{(1)}$

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 2. Date Exercisable and (Instr. 4)

Expiration Date (Month/Day/Year)

3. Title and Amount of

Form of

6. Nature of Indirect

Securities Underlying Conversion Beneficial Ownership **Derivative Security** Ownership or Exercise

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			(Instr. 4)		Price of	Derivative	(Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Common Stock Warrants (Right to Buy)	09/20/2012	08/21/2017	Common Stock	1,204,528	\$ 11.5	I (1)	By The Tile Shop, Inc. (1)

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
RUCKER ROBERT A							
C/O TILE SHOP HOLDINGS, INC.	â v	λv	Chief Executive Officer	â			
14000 CARLSON PARKWAY	АЛ	АЛ	A Chief Executive Officer	A			
PLYMOUTH, MN US 55441							

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 Tile Shop, Inc. The reporting person is the sole director of The Tile Shop, Inc. The reporting person (1) 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. 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.

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