TILE SHOP HOLDINGS, INC.

Form 3

August 21, 2012

FORM 3

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

OMB

response...

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Number: January 31, 2005

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 A Person * JWTS, IN		eporting	2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol TILE SHOP HOLDINGS, INC. [TTS]							
(Last)	(First)	(Middle)	08/21/2012	4. Relationship of Reporting Person(s) to Issuer		;	5. If Amendment, Date Original Filed(Month/Day/Year)				
2555 MIDD	LE ROAI)					11100(11101111112111)				
	(Street)		(Check all applicable) DirectorX 10% Owne OfficerX Other (give title below) (specify below) Affiliate of Director				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
BETTENDO 52722	ORF, IA	US				r					
(City)	(State)	(Zip)	Table I - N	Non-Derivat	ive Securiti	es Be	s Beneficially Owned				
1.Title of Secur (Instr. 4)	rity		2. Amount o Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nat Owne (Instr.	*				
Common Sto	ock		5,574,691		D (1)	Â					
Reminder: Repo			each class of securities benefic	ially Si	EC 1473 (7-02	2)					
	infor	mation con	spond to the collection of tained in this form are not one unless the form displace.								

 $Table\ II\ -\ Derivative\ Securities\ Beneficially\ Owned\ (\textit{e.g.},\ puts,\ calls,\ warrants,\ options,\ convertible\ securities)$

currently valid OMB control number.

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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	Derivative Security	Security: Direct (D) or Indirect	(mon. 3)

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Shares (I) (Instr. 5)

Common Stock Warrants (Right to Buy)

09/20/2012 08/21/2017

Common

750,310 \$ 11.5

D (1)

Â

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JWTS, INC.

2555 MIDDLE ROAD BETTENDORF, IAÂ US 52722 Â X Â

Affiliate of Director

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).

Peter J. Jacullo is the sole director of the reporting person and exercises voting and investment power over these securities. The reporting person and its director each disclaim beneficial ownership of these securities except to the extent of their respective pecuniary interests therein, and this report shall not be deemed an admission that the reporting person or its director is the beneficial owner of such securities for Section 16 or any other purpose. Peter J. Jacullo is a director of the issuer.

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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