

TUESDAY MORNING CORP/DE
Form 10-Q/A
May 01, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

Amendment No. 1

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

FOR THE QUARTERLY PERIOD ENDED March 31, 2012

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

FOR THE TRANSITION PERIOD FROM TO

Commission File Number 0-19658

TUESDAY MORNING CORPORATION

(Exact Name of Registrant as Specified in its Charter)

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Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

75-2398532
(I.R.S. Employer
Identification Number)

6250 LBJ Freeway

Dallas, Texas 75240

(Address, including zip code, of principal executive offices)

(972) 387-3562

(Registrant's telephone number, including area code)

Not applicable

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class

Outstanding at April 25, 2012

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Common Stock, par value \$0.01 per share

41,831,418

Explanatory Note

This Amendment No. 1 on Form 10-Q/A amends Tuesday Morning Corporation's (the Company) Quarterly Report on Form 10-Q for the period ended March 31, 2012, which was originally filed with the Securities and Exchange Commission on April 30, 2012 (the Original Filing), for the sole purpose of furnishing the Interactive Data Files as Exhibit 101. The Interactive Data Files were inadvertently furnished as Exhibit 100 in the Original Filing due to an error by the Company's filing agent.

No other changes have been made to the Original Filing. This Amendment No. 1 speaks as of the date of the Original Filing, does not reflect events that may have occurred subsequent to the date of the Original Filing, and does not modify or update in any way disclosures made in the Original Filing.

Item 6. Exhibits

| Exhibit Number | Description |
|----------------|--|
| 3.1.1*** | Certificate of Incorporation of Tuesday Morning Corporation (the Company) (incorporated by reference to Exhibit 3.1 to the Company s Registration Statement on Form S-4 (File No. 333-46017) as filed with the Securities and Exchange Commission (the Commission) on February 10, 1998) |
| 3.1.2*** | Certificate of Amendment to the Certificate of Incorporation of the Company dated March 25, 1999 (incorporated by reference to Exhibit 3.3 to the Company s Registration Statement on Form S-1/A (File No. 333-74365) as filed with the Commission on March 29, 1999) |
| 3.1.3*** | Certificate of Amendment to the Certificate of Incorporation of the Company dated May 7, 1999 (incorporated by reference to Exhibit 3.1.3 to the Company s Form 10-Q as filed with the Commission on May 2, 2005) |
| 3.2*** | Amended and Restated By-laws of the Company dated December 14, 2006 (incorporated by reference to Exhibit 3.1 to the Company s Form 8-K as filed with the Commission on December 20, 2006) |
| 10.1*** | Form of Performance Unit Award Agreements under the Tuesday Morning Corporation 2008 Long-Term Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company s Form 8-K as filed with the Commission on February 17, 2012). |
| 10.2*** | Form of Performance Stock Award Agreement under the Tuesday Morning Corporation 2008 Long-Term Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company s Form 8-K as filed with the Commission on February 17, 2012). |
| 10.3*** | Second Amendment to Amended and Restated Employee Agreement, dated February 16, 2012, by and between the Company and Kathleen Mason (incorporated by reference to Exhibit 10.3 to the Company s Form 8-K as filed with the Commission on February 17, 2012). |
| 10.4*** | Second Amendment to Employment Agreement, dated February 16, 2012, by and between the Company and Michael Marchetti (incorporated by reference to Exhibit 10.4 to the Company s Form 8-K as filed with the Commission on February 17, 2012). |
| 31.1*** | Certification by the Chief Executive Officer of the Company pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2*** | Certification by the Chief Financial Officer of the Company pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1*** | Certification of the Chief Executive Officer of the Company pursuant to 18 U.S.C §1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 * |
| 32.2*** | Certification of the Chief Financial Officer of the Company pursuant to 18 U.S.C §1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 * |
| 101.INS | XBRL Instance Document** |
| 101.SCH | XBRL Taxonomy Schema Document** |
| 101.CAL | XBRL Taxonomy Calculation Linkbase Document** |
| 101.DEF | XBRL Taxonomy Definition Linkbase Document** |
| 101.LAB | XBRL Taxonomy Label Linkbase Document** |
| 101.PRE | XBRL Taxonomy Presentation Linkbase Document** |

*The certifications attached hereto as Exhibit 32.1 and Exhibit 32.2 are furnished with this Quarterly Report on Form 10-Q and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

** These exhibits are furnished herewith. In accordance with Rule 406T of Regulation S-T, these exhibits are not deemed to be filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are not deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under these sections.

*** Exhibits were filed with the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2012, which was originally filed with the Securities and Exchange Commission on April 30, 2012 to which this Form 10-Q/A relates.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TUESDAY MORNING CORPORATION
(Registrant)

DATE: May 1, 2012

By:

/s/ STEPHANIE BOWMAN
Stephanie Bowman, Executive Vice President,
Chief Financial Officer, Treasurer and Secretary

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