

TUESDAY MORNING CORP/DE  
Form 8-K  
February 12, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **February 6, 2013**

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**TUESDAY MORNING CORPORATION**

(Exact name of registrant as specified in charter)

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**Delaware**  
(State or other jurisdiction of incorporation)

**0-19658**  
(Commission File Number)

**75-2398532**  
(IRS Employer Identification No.)

**6250 LBJ Freeway**

**Dallas, Texas**  
(Address of principal executive offices)

**75240**  
(Zip Code)

**(972) 387-3562**

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(Registrant's telephone number, including area code)

**Not applicable**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On February 6, 2013, the Tuesday Morning Corporation Board of Directors (the Board ) approved the Amended and Restated By-laws. The Amended and Restated By-laws update and clarify the provision related to action by the Board via written consent and make it clear that electronic transmission is an acceptable means of approval.

The preceding description of the change to the Amended and Restated By-laws is qualified in its entirety by reference to the Amended and Restated By-laws filed with this Current Report on Form 8-K as Exhibit 3.1 and incorporated by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
3.1	Amended and Restated By-laws effective as of February 6, 2013

**SIGNATURES**

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 hereunto duly authorized.

**TUESDAY MORNING CORPORATION**

Date: February 11, 2013

By:

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

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
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