

TUESDAY MORNING CORP/DE
Form 4
February 08, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Becker Steven R

2. Issuer Name and Ticker or Trading Symbol
TUESDAY MORNING CORP/DE
[TUES]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
500 CRESCENT COURT, SUITE 230

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2017

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

DALLAS, TX 75201

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/06/2017		P		200,000	A	\$ 3.6592
Common Stock					1,244,187	I	

See Footnotes (1) (2) (3) (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 6.71					<u>(5)</u>	09/01/2026	Common Stock	248,385
Non-Qualified Stock Option (Right to Buy)	\$ 5.64					<u>(6)</u>	02/02/2026	Common Stock	295,508
Non-Qualified Stock Option (Right to Buy)	\$ 4.22					<u>(7)</u>	07/01/2022	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Becker Steven R 500 CRESCENT COURT, SUITE 230 DALLAS, TX 75201	X		Chief Executive Officer	

Signatures

/s/ Steven R.
Becker

02/08/2017

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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).

(1) This statement is filed by and on behalf of Steven R. Becker. Mr. Becker and Western Family Value I, L.P. ("WFV I") are the direct beneficial owners of the securities covered by this statement.

(2) The reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the beneficial owner of any securities covered by this statement. The reporting person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.

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- Mr. Becker is a limited partner of, and may be deemed to beneficially own certain securities owned by, WFV I. Western Family Value, LLC ("WFV") is the general partner of, and may be deemed to beneficially own securities owned by, WFV I. Mr. Becker is the sole member of, and may be deemed to beneficially own securities owned by, WFV.
- (3) Represents shares of common stock of Tuesday Morning Corporation, par value \$0.01 per share, directly beneficially owned by WFV I.
 - (5) The option vests in equal annual installments over four years beginning on the first anniversary of the grant date. The option was granted to Mr. Becker on September 1, 2016 pursuant to the Tuesday Morning Corporation 2014 Long-Term Incentive Plan.
 - (6) The option vests in equal annual installments over four years beginning on the first anniversary of the grant date. The option was granted to Mr. Becker on February 2, 2016 pursuant to the Tuesday Morning Corporation 2014 Long-Term Incentive Plan.
 - (7) The option is fully vested and currently exercisable, and was granted to Mr. Becker on July 1, 2012 pursuant to the Tuesday Morning Corporation 2004 Long-Term Equity Incentive Plan.

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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