

TUESDAY MORNING CORP/DE

Reported by
BECKER STEVEN R

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/08/17 for the Period Ending 02/06/17

Address	6250 LBJ FREEWAY DALLAS, TX 75240
Telephone	972-387-3562
CIK	0000878726
Symbol	TUES
SIC Code	5331 - Variety Stores
Industry	Discount Stores
Sector	Consumer Cyclical
Fiscal Year	06/30

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Becker Steven R		TUESDAY MORNING CORP/DE [TUES]		<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Executive Officer	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
500 CRESCENT COURT, SUITE 230		2/6/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
DALLAS, TX 75201				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	2/6/2017		P		200000	A	\$3.6592	248402	D (1)(2)	
Common Stock								1244187	I	See Footnotes (1)(2)(3)(4)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Non-Qualified Stock Option (Right to Buy)	\$6.71						(5)	9/1/2026	Common Stock	248385		248385	D (1)(2)	
Non-Qualified Stock Option (Right to Buy)	\$5.64						(6)	2/2/2026	Common Stock	295508		295508	D (1)(2)	
Non-Qualified Stock Option (Right to Buy)	\$4.22						(7)	7/1/2022	Common Stock	10000		10000	D (1)(2)	

Explanation of Responses:

- 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.
- 3) 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.
- 4) 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

6) February 2, 2016 pursuant to the Tuesday Morning Corporation 2014 Long-Term Incentive Plan.

(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-

7) Term Equity Incentive Plan.

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

2/8/2017

**Signature of Reporting Person

Date

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

* 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).

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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