

# TUESDAY MORNING CORP/DE

## FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 12/02/16

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

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

**Form S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**TUESDAY MORNING CORPORATION**

(Exact name of registrant as specified in its charter)

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

**75-2398532**  
(I.R.S. Employer Identification No.)

**6250 LBJ Freeway, Dallas, Texas 75240**  
(Address of Principal Executive Offices and Zip Code)

**Tuesday Morning Corporation 2014 Long-Term Incentive Plan**  
(Full title of the plan)

**Bridgett C. Zeterberg**  
**Senior Vice President, General Counsel and Corporate Secretary**  
**6250 LBJ Freeway**  
**Dallas, Texas 75240**  
(Name and address of agent for service)

**(972) 387-3562**  
(Telephone number, including area code, of agent for service)

**with copies of communications to:**

**John A. Granda, Esq.**  
**B. Scott Gootee, Esq.**  
Stinson Leonard Street LLP  
1201 Walnut, Suite 2900  
Kansas City, Missouri 64106  
(816) 691-3263

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>		Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	(Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee(3)
Common Stock, par value \$0.01 per share	2,500,000 shares	\$ 4.75	\$ 11,875,000	\$ 1,376.32

(1) In the event of a stock split, stock dividend or similar transaction involving the Registrant's Common Stock, in order to prevent dilution, the number of shares of Common Stock registered hereby shall be automatically increased to cover the additional shares of Common Stock in accordance with Rule 416

under the Securities Act of 1933, as amended (the "Securities Act").

- (2) Calculated pursuant to Rules 457(h)(1) and 457(c) under the Securities Act based on the average of the high and low prices reported for the Registrant's Common Stock on November 29, 2016, on the NASDAQ Stock Market. Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457 under the Securities Act.
  - (3) Calculated pursuant to General Instruction E on Form S-8.
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## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Tuesday Morning Corporation (the “Registrant”) for the purpose of registering an additional 2,500,000 shares of the Registrant’s Common Stock reserved for issuance under the Tuesday Morning Corporation 2014 Long-Term Incentive Plan (as amended on November 16, 2016), as approved by the Registrant’s stockholders at the Registrant’s 2016 annual meeting of stockholders.

Pursuant to General Instruction E to Form S-8, this Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statement on Form S-8 (File No. 333-200779) filed by the Registrant with the Securities and Exchange Commission (the “Commission”) on December 5, 2014.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
4.1	Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant’s Registration Statement on Form S-4 (File No. 333-46017) as filed with the Commission on February 10, 1998)
4.2	Certificate of Amendment to the Certificate of Incorporation of the Registrant filed March 26, 1999 (incorporated by reference to Exhibit 3.3 to the Registrant’s Registration Statement on Form S-1/A (File No. 333-74365) as filed with the Commission on March 29, 1999)
4.3	Certificate of Amendment to the Certificate of Incorporation of the Registrant filed May 12, 1999 (incorporated by reference to Exhibit 3.1.3 to the Registrant’s Quarterly Report on Form 10-Q (File No. 000-19658) as filed with the Commission on May 2, 2005)
4.4	Amended and Restated Bylaws of the Registrant, dated September 16, 2014 (incorporated by reference to Exhibit 3.2 to the Registrant’s Current Report on Form 8-K (File No. 000-19658) as filed with the Commission on September 19, 2014)
5.1*	Opinion of Stinson Leonard Street LLP regarding legality
23.1*	Consent of Stinson Leonard Street LLP (included in Exhibit 5.1)
23.2*	Consent of Ernst & Young LLP
24.1*	Powers of Attorney (included with signature page of this Registration Statement)
99.1	Composite Copy of Tuesday Morning Corporation 2014 Long-Term Incentive Plan, as amended (incorporated by reference to Exhibit 10.1 to the Registrant’s Current Report on Form 8-K (File No. 000-19658) as filed with the Commission on November 22, 2016)

\*Each document marked with an asterisk is filed herewith.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on December 2, 2016.

### TUESDAY MORNING CORPORATION

By: /s/ Steven R. Becker  
Steven R. Becker  
Chief Executive Officer

### POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints Steven R. Becker, Stacie R. Shirley and Bridgett C. Zeterberg, and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, and hereby grants to such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person hereby ratifying and confirming that said attorneys-in-fact and agents or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
By: <u>/s/ Steven R. Becker</u> Steven R. Becker	Chief Executive Officer (Principal Executive Officer) and Director	December 2, 2016
By: <u>/s/ Stacie R. Shirley</u> Stacie R. Shirley	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)	December 2, 2016
By: <u>/s/ Terry Burman</u> Terry Burman	Chairman of the Board	December 2, 2016
By: <u>/s/ Frank M. Hamlin</u> Frank M. Hamlin	Director	December 2, 2016
By: <u>/s/ William Montalto</u> William Montalto	Director	December 2, 2016
By: <u>/s/ Sherry M. Smith</u> Sherry M. Smith	Director	December 2, 2016

By: /s/ Jimmie L. Wade Director  
Jimmie L. Wade

December 2, 2016

By: /s/ Richard S Willis Director  
Richard S Willis

December 2, 2016

## EXHIBIT INDEX

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\*Each document marked with an asterisk is filed herewith.



December 2, 2016

Tuesday Morning Corporation  
6250 LBJ Freeway  
Dallas, Texas 75240

Re: Issuance of Securities Covered by Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Tuesday Morning Corporation, a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") by the Company on or about the date hereof under the Securities Act of 1933, as amended (the "Act"). The Registration Statement relates to up to 2,500,000 additional shares (the "Shares") of the Company's common stock, \$0.01 par value per share (the "Common Stock"), to be issued pursuant to the Tuesday Morning Corporation 2014 Long-Term Incentive Plan, as amended (the "2014 Plan"). The Registration Statement also relates to such additional shares of Common Stock as may become issuable pursuant to the anti-dilution provisions of the 2014 Plan (collectively with the Shares, the "Securities").

In connection with this opinion, we have examined the Registration Statement and originals or copies, certified or otherwise identified to our satisfaction, of such records, agreements and instruments of the Company, certificates of public officials and of officers of the Company and such other documents and records, and such matters of law, as we have deemed necessary as a basis for the opinions hereinafter expressed, including the Company's Certificate of Incorporation, as amended (the "Charter"), and the Company's Amended and Restated Bylaws (the "Bylaws").

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Company and the due authorization, execution, delivery and binding effect of all documents by the parties thereto other than the Company. As to any facts material to the opinion expressed herein which we have not independently established or verified, we have relied upon the statements and representations of officers and other representatives of the Company and others. This opinion assumes that the provisions of the Charter and the Bylaws will not be amended after the date hereof. This opinion further assumes compliance both in the past and in the future with the terms of the 2014 Plan by the Company and its employees, officers, board of directors and any committee and/or trustee appointed to administer the 2014 Plan.

STINSON.COM

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816.842.8600 MAIN • 816.691.3495 FAX

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We express no opinion as to matters under or involving the laws of any jurisdiction other than the federal laws of the United States of America and the laws of the State of Delaware. We advise you that the issues addressed by this opinion may be governed in whole or in part by other laws, and we express no opinion as to whether any relevant difference exists between the laws upon which our opinion is based and any other laws that may actually govern.

Based upon and subject to the foregoing, and having regard for such legal considerations as we have deemed relevant, upon the issuance and sale of said Securities for the consideration and upon the terms and conditions set forth in the 2014 Plan, said Securities will be legally issued, fully paid and non-assessable.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. This opinion is rendered on the date hereof and we have no continuing obligation hereunder to inform you of changes of law, including judicial interpretations of law, or of facts of which we become aware after the date hereof.

We consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules of the Commission.

Very truly yours,

/s/ Stinson Leonard Street LLP

**Stinson Leonard Street LLP**

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Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) dated December 2, 2016 pertaining to the Tuesday Morning Corporation 2014 Long-Term Incentive Plan of our reports dated August 19, 2016, with respect to the consolidated financial statements of Tuesday Morning Corporation and the effectiveness of internal control over financial reporting of Tuesday Morning Corporation included in its Annual Report (Form 10-K) for the year ended June 30, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Dallas, Texas  
December 2, 2016

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