

# TUESDAY MORNING CORP/DE

Reported by  
**SHIRLEY STACIE**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 09/21/17 for the Period Ending 09/19/17

Address	6250 LBJ FREEWAY DALLAS, TX, 75240
Telephone	972-387-3562
CIK	0000878726
Symbol	TUES
SIC Code	5331 - Retail-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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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)	
SHIRLEY STACIE		TUESDAY MORNING CORP/DE [ TUES ]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP, CFO, Treasurer</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
6250 LBJ FREEWAY		9/19/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
DALLAS, TX 75240				<input checked="" type="checkbox"/> X 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	9/19/2017		A		15648 <a href="#">(1)</a>	A	\$0.00	101141 <a href="#">(3)</a>	D	
Common Stock	9/19/2017		A		26826 <a href="#">(2)</a>	A	\$0.00	127967	D	

**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	Title	Amount or Number of Shares				
Employee Stock Option(right to buy)	\$2.45	9/19/2017		A		37258		<a href="#">(4)</a>	9/19/2027	Common Stock	37258	\$0	37258	D	

### Explanation of Responses:

- The 15,648 shares represent shares of time-vesting restricted stock granted pursuant to the Company's 2014 Long-Term Incentive Plan and vest in equal installments on September 19, 2018, September 19, 2019, September 19, 2020 and September 19, 2021.
- The 26,826 shares represent shares of performance-based restricted stock granted pursuant to the Company's 2014 Long-Term Incentive Plan. Subject to the satisfaction of certain performance criteria, the restricted stock will vest on September 19, 2020. Reflects the maximum number of shares that may vest.
- The holdings shown in Ms. Shirley's most recent Form 4 inadvertently were show as 85,483 rather than 85,493.
- The options were granted pursuant to the Company's 2014 Long-Term Incentive Plan and vest in equal installments on September 19, 2018, September 19, 2019, September 19, 2020 and September 19, 2021.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHIRLEY STACIE 6250 LBJ FREEWAY DALLAS, TX 75240			EVP, CFO, Treasurer	

### Signatures

/s/ Stacie Shirley, by Bridgett Zeterberg, Attorney in Fact

9/21/2017

\*\*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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