

# TUESDAY MORNING CORP/DE

Reported by  
**BYRD-ROHLEDER BELINDA J.**

## FORM 3

(Initial Statement of Beneficial Ownership)

Filed 09/27/17 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

## INITIAL STATEMENT OF 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 * <b>Byrd-Rohleder Belinda J.</b>			2. Date of Event Requiring Statement (MM/DD/YYYY) <b>9/19/2017</b>		3. Issuer Name and Ticker or Trading Symbol <b>TUESDAY MORNING CORP/DE [TUES]</b>		
(Last) (First) (Middle) <b>6250 LBJ FREEWAY</b>			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>SVP and GMM /</b>				
(Street) <b>DALLAS, TX 75240</b>			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)  <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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<b>Common Stock</b>	<b>31293</b> (1)	<b>D</b>	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Employee Stock Option (Right to Buy)</b>	(2)	<b>9/3/2025</b>	<b>Common Stock</b>	<b>11392</b>	<b>\$7.90</b>	<b>D</b>	
<b>Employee Stock Option (Right to Buy)</b>	(3)	<b>11/2/2025</b>	<b>Common Stock</b>	<b>15000</b>	<b>\$5.95</b>	<b>D</b>	
<b>Employee Stock Option (Right to Buy)</b>	(4)	<b>9/1/2026</b>	<b>Common Stock</b>	<b>10645</b>	<b>\$6.71</b>	<b>D</b>	
<b>Employee Stock Option (Right to Buy)</b>	(5)	<b>2/23/2027</b>	<b>Common Stock</b>	<b>30139</b>	<b>\$3.95</b>	<b>D</b>	

#### Explanation of Responses:

- Includes 15,822 shares of performance-based restricted stock granted pursuant to the Company's 2014 Long-Term Incentive Plan. Reflects the maximum number of shares that may vest under the performance-based restricted stock award.
- The options were granted pursuant to the Company's 2014 Long-Term Incentive Plan and vest in equal installments on September 3, 2016, September 3, 2017, September 3, 2018 and September 3, 2019.
- The options were granted pursuant to the Company's 2014 Long-Term Incentive Plan and vest in equal installments on November 2, 2016, November 2, 2017, November 2, 2018 and November 2, 2019.
- The options were granted pursuant to the Company's 2014 Long-Term Incentive Plan and vest in equal installments on September 1, 2017, September 1, 2018, September 1, 2019 and September 1, 2020.
- The options were granted pursuant to the Company's 2014 Long-Term Incentive Plan and vest in equal installments on February 23, 2018, February 23, 2019, February 23, 2020 and February 23, 2021.

**Remarks:**

See Power of Attorney - Exhibit 24.1

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Byrd-Rohleder Belinda J. 6250 LBJ FREEWAY DALLAS, TX 75240</b>			<b>SVP and GMM</b>	

**Signatures**

/s/Belinda J. Byrd-Rohlder, by Bridgett Zeterberg, Attorney in Fact

9/27/2017

\*\*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 5(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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**Power of Attorney  
For Executing Forms 3, 4 and 5**

Know all by these presents, that the undersigned hereby constitutes and appoints each of Stacie Shirley, Bridgett Zeterberg and Kelly Munsch, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned Forms 3, 4 and 5 (including amendments thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, file that Form with the United States Securities and Exchange Commission and any stock exchange or similar authority, and provide a copy as required by law or advisable to such persons as the attorney-in-fact deems appropriate; and
- (3) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of the attorney-in-fact, may be of benefit to, in the best interest of, or legally required of the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in the attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the attorneys-in-fact, or the attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, and their substitutes, in serving in such capacity at the request of the undersigned, are not assuming, nor is Tuesday Morning Corporation assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

The undersigned agrees that each such attorney-in-fact may rely entirely on information furnished orally or in writing by or at the direction of the undersigned to the attorney-in-fact.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by Tuesday Morning Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date written below.

Signature: /s/ Belinda J. Byrd-Rohleder  
Printed Name: Belinda J. Byrd-Rohleder  
Date: September 21, 2017

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