Byrd-Rohleder Belinda J. Form 3

September 27, 2017

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

response...

January 31, 2005

0.5

Estimated average burden hours per

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement TUESDAY MORNING CORP/DE [TUES] A Byrd-Rohleder Belinda J. (Month/Day/Year) 09/19/2017 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 6250 LBJ FREEWAY (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director _X_ Form filed by One Reporting _X__ Officer Other Person DALLAS, TXÂ 75240 (give title below) (specify below) Form filed by More than One SVP and GMM Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) D Â Common Stock 31,293 (1) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. 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.

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

1. Title of Derivative Security (Instr. 4)	Derivative Security 2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	Derivative Security	Security: Direct (D) or Indirect	

Edgar Filing: Byrd-Rohleder Belinda J. - Form 3

				Shares		(I) (Instr. 5)	
Employee Stock Option (Right to Buy)	(2)	09/03/2025	Common Stock	11,392	\$ 7.9	D	Â
Employee Stock Option (Right to Buy)	(3)	11/02/2025	Common Stock	15,000	\$ 5.95	D	Â
Employee Stock Option (Right to Buy)	(4)	09/01/2026	Common Stock	10,645	\$ 6.71	D	Â
Employee Stock Option (Right to Buy)	(5)	02/23/2027	Common Stock	30,139	\$ 3.95	D	Â

Reporting Owners

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

Signatures

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

09/27/2017

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) 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.
- (3) 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.
- (4) 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.

Â

Remarks:

See Power of Attorney - Exhibit 24.1

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2