

TUESDAY MORNING CORP/DE

Form 4

January 06, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Becker Steven R

2. Issuer Name **and** Ticker or Trading  
Symbol  
TUESDAY MORNING CORP/DE  
[TUES]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
500 CRESCENT COURT, SUITE  
230

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/02/2014

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

DALLAS, TX 75201

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	01/02/2014		S		11,892	D	\$ 15.3186	610,216	I
									See Footnotes (1) (2) (3) (4) (5)
Common Stock	01/02/2014		S		11,382	D	\$ 15.3186	584,053	I
									See Footnotes (1) (2) (3) (4) (6)
Common Stock	01/02/2014		S		1,580	D	\$ 15.3186	81,062	I
									See Footnotes (1) (2) (3) (4)

								(7)
Common Stock	01/02/2014	S	6,666	D	\$ 15.3186	342,087	I	See Footnotes (1) (2) (3) (4) (8)
Common Stock	01/03/2014	S	7,847	D	\$ 15.094	602,369	I	See Footnotes (1) (2) (3) (4) (5)
Common Stock	01/03/2014	S	7,511	D	\$ 15.094	576,542	I	See Footnotes (1) (2) (3) (4) (6)
Common Stock	01/03/2014	S	1,042	D	\$ 15.094	80,020	I	See Footnotes (1) (2) (3) (4) (7)
Common Stock	01/03/2014	S	4,400	D	\$ 15.094	337,687	I	See Footnotes (1) (2) (3) (4) (8)
Common Stock						22,240	D (1) (2) (3) (4) (9)	

Reminder: Report on a separate line for each class of securities beneficially 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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
Becker Steven R 500 CRESCENT COURT, SUITE 230 DALLAS, TX 75201	X

## Signatures

/s/ Steven R.  
Becker

01/06/2014

          Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* 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).
- This statement is filed by and on behalf of Steven R. Becker. A managed account (the "Managed Account"), Becker Drapkin Partners (QP), L.P. ("QP Fund"), Becker Drapkin Partners, L.P. ("LP Fund"), BD Partners V, L.P. ("BD Partners V") and Mr. Becker are the direct beneficial owners of the securities covered by this report.
- Becker Drapkin Management, L.P. ("BD Management") provides investment advisory services for the Managed Account and is the general partner of each of QP Fund, LP Fund and BD Partners V. BD Management may be deemed to beneficially own securities owned by the Managed Account, QP Fund, LP Fund and BD Partners V. BC Advisors, LLC ("BC Advisors") is the general partner of BD Management and may be deemed to beneficially own securities owned by BD Management. Mr. Becker is a co-managing member of BC Advisors and may be deemed to beneficially own securities owned by BC Advisors.
- Each 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 (the "Act") or otherwise, the beneficial owner of any securities covered by this statement. Each 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.
- Each reporting person may be deemed to be a member of a group with respect to the issuer or securities of the issuer for purposes of Section 13(d) or 13(g) of the Act. Each reporting person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, a member of a group with respect to the issuer or securities of the issuer.
- (5) Represents shares directly beneficially owned by the Managed Account and sold pursuant to a 10b5-1 plan.
  - (6) Represents shares directly beneficially owned by QP Fund and sold pursuant to a 10b5-1 plan.
  - (7) Represents shares directly beneficially owned by LP Fund and sold pursuant to a 10b5-1 plan.
  - (8) Represents shares directly beneficially owned by BD Partners V and sold pursuant to a 10b5-1 plan.
  - (9) Includes 5,054 shares of restricted stock which vest on November 29, 2014, or immediately prior to the issuer's next annual meeting of stockholders, subject to the terms of the issuer's 2008 Long-Term Equity Incentive Plan and the applicable award agreement.

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.