## Edgar Filing: TILLY'S, INC. - Form 4

TILLY'S, IN	IC.										
Form 4											
April 19, 201	17										
FORM	14	~				~			OMB AF	PROVAL	
Washington, J						AND EXCHANGE COMMISSION on, D.C. 20549			OMB Number:	3235-0287	
Check the if no long	ar.								Expires:	January 31, 2005	
subject to		IENT O	F CHAN	GES IN BENEFICIAL OWNERSHIP O				NERSHIP OF	Estimated average		
Section 1				SECURITIES				burden hours per			
Form 4 o Form 5		cuent to (	Saction 1	6(a) of the	o Soourit	ion Er	vohona	A at of $1024$	response	0.5	
obligation	ns Section 170						-	e Act of 1934, 1935 or Section	h		
may cont	inue.			vestment	•	· ·			1		
See Instru 1(b).	uction	00(11)	01 010 11		Compan	<i>j</i> = 100		•			
(Print or Type I	Responses)										
1 37 1 4		D *						5 5 1 4 1 6		(	
SHAKED H	ddress of Reporting	Person _		8				5. Relationship of Reporting Person(s) to Issuer			
SIII III II			Symbol	S, INC. [7							
<b>(</b>				, L	-			(Checl	k all applicable	)	
(Last)	(First) (N	Middle)		f Earliest Tr	ansaction			X Director	X 10%	Oruman	
C/O TILLY'S, INC., 10 WHATNEY 04/18/20				h/Day/Year) 8/2017				X Officer (give title Other (specify			
				2017				below) below) Chief Strategy Officer			
			4 70 4	1 . 5							
(Street) 4. If Amo Filed(Mo								6. Individual or Joint/Group Filing(Check			
			lonth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person				
IRVINE, CA	A 92618							Form filed by M Person	lore than One Re	porting	
( <b>C</b> :t <sub>1</sub> )	(State)	(7in)									
(City)	(State)	(Zip)	Tabl	le I - Non-D	erivative	Securi	ties Acq	uired, Disposed of	, or Beneficial	y Owned	
1.Title of	2. Transaction Date			3. 4. Securities Acquired				5. Amount of	6.	7. Nature of	
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)		Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)					Ownership Form: Direct (D) or	Indirect Beneficial Ownership	
(instr. 5)											
								Following	Indirect (I)	(Instr. 4)	
						(A)		Reported Transaction(s)	(Instr. 4)		
				Codo V	Amount	or	Drigo	(Instr. 3 and 4)			
Class A				Code V	Amount	(D)	Price \$				
Common	04/18/2017			<b>S</b> (1)	10,000	D	ф 8.426	660,611	Ι	BY LLC	
Stock							(2)			(3)	

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date		Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
SHAKED HEZY C/O TILLY'S, INC. 10 WHATNEY IRVINE, CA 92618	Х	Х	Chief Strategy Officer					
Signatures								
/s/ Michael L. Henry, Attorney Shaked	or Hezy	04/19/2017						
**Signature of Reporting		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).
- The sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by a limited liability company (the "LLC"), of (1) which the Reporting Person serves as the sole manager with sole voting and investment control over the securities held thereby, on April 1, 2016 in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$8.20 to \$8.55, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder, or the staff of the Securities and Exchange (2) Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

Represents shares held by the LLC of which the Reporting Person serves as the sole manager with sole voting and investment control (3) over the securities held thereby. The Reporting Person disclaims beneficial ownership of the securities held by the LLC except to the

extent of his pecuniary interest therein.

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.