

JOHNSON SETH R  
 Form 3  
 May 03, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â JOHNSON SETH R                          |         | (Month/Day/Year)                     | TILLY'S, INC. [TLYS]                               |  |
| (Last)                                    | (First) | (Middle)                             | 05/03/2012   |  |
| C/O TILLY'S, INC.,Â 10                    |         |                                      | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| WHATNEY                                   |         |                                      |  |  |
| (Street)                                  |         |                                      | (Check all applicable)                             |  |
| IRVINE,Â CAÂ 92618                        |         |                                      | <input checked="" type="checkbox"/> Director       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input type="checkbox"/> 10% Owner                 | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | <input type="checkbox"/> Officer                   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | (give title below)                                 | (specify below)  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

(Instr. 5)

|                                |       |            |                            |       |         |   |   |
|--------------------------------|-------|------------|----------------------------|-------|---------|---|---|
| STOCK OPTION<br>(RIGHT TO BUY) | Â (1) | 04/20/2019 | CLASS A<br>COMMON<br>STOCK | 7,500 | \$ 6.45 | D | Â |
|--------------------------------|-------|------------|----------------------------|-------|---------|---|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| JOHNSON SETH R<br>C/O TILLY'S, INC.<br>10 WHATNEY<br>IRVINE, CA 92618 | Â X           | Â         | Â       | Â     |

## Signatures

/s/ PATRICK GROSSO, ATTORNEY-IN-FACT FOR SETH R.  
JOHNSON

05/03/2012

\_\_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) 5,625 shares subject to the option are currently vested (1,875 shares vested on 7/9 of each of 2009, 2010 and 2011); the remaining 1,875 shares will vest on 7/9/12. The vested shares subject to the option are exercisable upon and following consummation of the Issuer's initial public offering.

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### Remarks:

EXHIBIT LIST: Â Â EXHIBIT Â 24Â -Â POWERÂ OFÂ ATTORNEY

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.