

TILE SHOP HOLDINGS, INC.  
Form 8-K  
July 12, 2017  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 11, 2017

TILE SHOP HOLDINGS, INC.

(Exact name of Registrant as Specified in its Charter)

Delaware 001-35629 45-5538095  
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

14000 Carlson Parkway, Plymouth, Minnesota 55441

(Address of principal executive offices, including ZIP code)

(763) 852-2950

(Registrant's telephone number, including area code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its 2017 Annual Meeting of Stockholders on July 11, 2017. At the meeting:

1. Peter H. Kamin, Todd Krasnow, and Philip B. Livingston were elected to the Company's Board of Directors as Class II directors to hold office until the 2020 Annual Meeting of Stockholders.
2. The appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017 was ratified.
3. The compensation of the Company's named executive officers was approved, on a non-binding and advisory basis.

The voting results for each such matter were as follows:

1. Election of Directors:

| Nominee              | For        | Withheld  | Broker Non-Votes |
|----------------------|------------|-----------|------------------|
| Peter H. Kamin       | 38,938,116 | 1,833,672 | 3,178,537        |
| Todd Krasnow         | 38,943,123 | 1,828,665 | 3,178,537        |
| Philip B. Livingston | 39,721,498 | 1,050,290 | 3,178,537        |

2. Ratification of selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 43,655,449 | 14,558  | 280,318 | 0                |

3. Approval, on a non-binding and advisory basis, of named executive officer compensation:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 40,035,562 | 464,036 | 272,190 | 3,178,537        |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TILE SHOP HOLDINGS, INC.

By /s/ Kirk L. Geadelmann

Date: July 11, 2017 Name: Kirk L. Geadelmann

Title: Chief Financial Officer

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