



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))

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**Item 2.02 Results of Operations and Financial Condition.**

On February 20, 2014, Tile Shop Holdings, Inc. (the “Company”) issued a press release announcing its financial results for the three months and year ended December 31, 2013. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

99.1 Press Release of Tile Shop Holdings, Inc., dated February 20, 2014, announcing its financial results for the three months and year ended December 31, 2013.

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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 on February 20, 2014.

**TILE SHOP HOLDINGS, INC.**

By: /s/ Timothy C. Clayton

Name: Timothy C. Clayton

Title: Chief Financial Officer

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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**TILE SHOP HOLDINGS, INC.**

**EXHIBIT INDEX TO FORM 8-K**

Date of Report: Commission File No.:  
February 20, 2014 0001-35629

**Exhibit No.**

**ITEM**

99.1

Press Release of Tile Shop Holdings, Inc., dated February 20, 2014 announcing its financial results for the three months and year ended December 31, 2013.