

DEMERIT CRAIG
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 and Ticker or Trading Symbol | |
| Â DEMERIT CRAIG | | (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 type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | VICE PRESIDENT, CIO & COO | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (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 (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|--------------------------------|-------|------------|----------------------------|--------|---------|---|---|
| STOCK OPTION (RIGHT TO BUY) | Â (1) | 08/27/2017 | CLASS A COMMON STOCK | 30,000 | \$ 8.98 | D | Â |
| STOCK OPTION (RIGHT TO BUY) | Â (2) | 04/20/2019 | CLASS A COMMON STOCK | 10,000 | \$ 6.45 | D | Â |
| STOCK OPTION (RIGHT TO BUY) | Â (3) | 04/13/2020 | CLASS A COMMON STOCK | 50,000 | \$ 8.98 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DEMERIT CRAIG C/O TILLY'S, INC. 10 WHATNEY IRVINE, CA 92618 | Â | Â | Â VICE PRESIDENT, CIO & COO | Â |

Signatures

/s/ PATRICK GROSSO, ATTORNEY-IN-FACT FOR CRAIG
DEMERIT

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) The option is fully vested and is exercisable upon and following consummation of the Issuer's initial public offering ("IPO").
- (2) 7,500 shares subject to the option are currently vested (2,500 shares vested on 4/20 of each of 2010, 2011 and 2012); the remaining 2,500 shares will vest on 4/20/13. The vested shares subject to the option are exercisable upon and following consummation of the IPO.
- (3) 25,000 shares subject to the option are currently vested (12,500 shares vested on 4/13 of each of 2011 and 2012); the remaining shares will vest as to 12,500 shares on 4/13 of each of 2013 and 2014. The vested shares subject to the option are exercisable upon and following consummation of the IPO.

Â

Remarks:

EXHIBIT LIST: EXHIBIT 24 - POWER OF 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.