

Munsch Kelly J.
Form 3
February 07, 2019

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

OMB APPROVAL

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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	
Munsch Kelly J.		(Month/Day/Year)	TUESDAY MORNING CORP/DE [TUES]	
(Last)	(First)	(Middle)	02/01/2019	
6250 LBJ FREEWAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
DALLAS, TX 75240			<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
			Chief Accounting Officer	

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)
Common Stock	26,951 ⁽¹⁾	D	^

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

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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	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (2)	11/06/2023	Common Stock	6,000	\$ 12.83	D	Â
Employee Stock Option (Right to Buy)	Â (3)	11/11/2024	Common Stock	7,532	\$ 20.91	D	Â
Employee Stock Option (Right to Buy)	Â (4)	02/10/2025	Common Stock	2,685	\$ 19.36	D	Â
Employee Stock Option (Right to Buy)	Â (5)	09/03/2025	Common Stock	13,291	\$ 7.9	D	Â
Employee Stock Option (Right to Buy)	Â (6)	11/02/2025	Common Stock	20,000	\$ 5.95	D	Â
Employee Stock Option (Right to Buy)	Â (7)	09/01/2026	Common Stock	12,419	\$ 6.71	D	Â
Employee Stock Option (Right to Buy)	Â (8)	09/12/2027	Common Stock	9,314	\$ 2.1	D	Â
Employee Stock Option (Right to Buy)	Â (9)	09/26/2028	Common Stock	7,500	\$ 3.25	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Munsch Kelly J. 6250 LBJ FREEWAY DALLAS, TX 75240	Â	Â	Â Chief Accounting Officer	Â

Signatures

/s/Kelly Munsch, by Bridgett Zeterberg, Attorney
in Fact

02/07/2019

__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) Includes 17,201 shares of restricted stock granted pursuant to the Company's 2008 and 2014 Long-Term Incentive Plans.
- (2) The options were granted pursuant to the Company's 2004 Long-Term Incentive Plan and vested in equal installments on November 6, 2014, November 6, 2015, November 6, 2016 and November 6, 2017.
- (3) The options were granted pursuant to the Company's 2008 Long-Term Incentive Plan and vested in equal installments on November 11, 2015, November 11, 2016, November 11, 2017 and November 11, 2018.
- (4) The options were granted pursuant to the Company's 2014 Long-Term Incentive Plan and vest in equal installments on February 10, 2016, February 10, 2017, February 10, 2018 and February 10, 2019.
- (5) The options were granted pursuant to the Company's 2014 Long-Term Incentive Plan and vest in equal installments on September 3, 2016, September 3, 2017, September 3, 2018 and September 3, 2019.

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- (6) The options were granted pursuant to the Company's 2014 Long-Term Incentive Plan and vest in equal installments on November 2, 2017, November 2, 2018, November 2, 2019 and November 2, 2020.
- (7) The options were granted pursuant to the Company's 2014 Long-Term Incentive Plan and vest in equal installments on September 1, 2017, September 1, 2018, September 1, 2019 and September 1, 2020.
- (8) The options were granted pursuant to the Company's 2014 Long-Term Incentive Plan and vest in equal installments on September 12, 2018, September 12, 2019, September 12, 2020 and September 12, 2021.
- (9) The options were granted pursuant to the Company's 2014 Long-Term Incentive Plan and vest in equal installments on September 26, 2019, September 26, 2020, September 26, 2021 and September 26, 2022.

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Remarks:

SeeÂ PowerÂ ofÂ AttorneyÂ -Â ExhibitÂ 24.1

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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