

TUESDAY MORNING CORP/DE
Form SC 13G/A
February 12, 2010

OMB APPROVAL

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

Tuesday Morning Corporation

(Name of Issuer)

Common Stock, \$0.01 Par Value

(Title of Class of Securities)

899035 50 5

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(CUSIP Number)

December 31, 2009

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 899035 50 5

13G
[Repeat this page as necessary]

Page 2 of 6 Pages

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

2 **Madison Dearborn Capital Partners II, L.P.**
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER

SHARES - 0 -

6 SHARED VOTING POWER

BENEFICIALLY

10,288,526 (See Item 4)
7 SOLE DISPOSITIVE POWER

OWNED BY

- 0 -

8 SHARED DISPOSITIVE POWER

EACH

REPORTING 10,288,526 (See Item 4)

PERSON

WITH

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9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,288,526 (See Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

24.0%

12 TYPE OF REPORTING PERSON (See Instructions)

PN

CUSIP No. 899035 50 5

13G
[Repeat this page as necessary]

Page 3 of 6 Pages

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[Repeat this page as necessary]

Item 1(a) Name of Issuer:

Tuesday Morning Corporation

Item 1(b) Address of Issuer's Principal Executive Offices:6250 LBJ Freeway
Dallas, Texas 75240**Item 2(a) Name of Person Filing:**

This Amendment No. 4 to Statement on Schedule 13G is being jointly filed by each of the following persons pursuant to Rule 13d-1(k)(1) promulgated by the Securities and Exchange Commission pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "Act"):

- (1) Madison Dearborn Capital Partners II, L.P., a Delaware limited partnership ("MDCP II"); and
- (2) Madison Dearborn Partners II, L.P., a Delaware limited partnership ("MDP II"),

each of which is referred to as a "Reporting Person," or collectively, the "Reporting Persons." The Reporting Persons have entered into a Joint Filing Agreement, a copy of which was attached as Exhibit A to the Amendment No. 3 to Statement on Schedule 13G filed by the Reporting Persons on February 14, 2006, pursuant to which the Reporting Persons have agreed to file the statement and any amendments thereto jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act.

The Reporting Persons may be deemed to constitute a "group" for purposes of Section 13(d)(3) of the Act. Pursuant to Rule 13d-4 of the Act, the Reporting Persons expressly declare that the filing of this statement shall not be construed as an admission that any such person is, for the purposes of Section 13(d) and/or Section 13(g) of the Act or otherwise, the beneficial owner of any securities covered by this statement held by any other person. The Reporting Persons expressly disclaim that they have agreed to act as a group other than as described in this Schedule 13G.

Item 2(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of each of the Reporting Persons is Three First National Plaza, Suite 4600, Chicago, Illinois 60602.

Item 2(c) Citizenship:

Each of the Reporting Persons is organized under the laws of the State of Delaware.

Item 2(d) Title of Class of Securities:

Common Stock, par value \$0.01 per share.

Item 2(e) CUSIP No.:

899035 50 5

Item 3 If this statement is filed pursuant §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) " An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) " A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).

(j) " Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Not Applicable.

[Repeat this page as necessary]

Item 4 Ownership:

The Reporting Persons may be deemed to constitute a group for purposes of Section 13(d)(3) of the Act. Pursuant to Rule 13d-4 of the Act, the Reporting Persons expressly declare that the filing of this statement shall not be construed as an admission that any such person is, for the purposes of Section 13(d) and/or Section 13(g) of the Act or otherwise, the beneficial owner of any securities covered by this statement held by any other person. The Reporting Persons expressly disclaim that they have agreed to act as a group other than as described in this Schedule 13G.

All ownership percentages of the securities reported herein are based upon 42,923,757 shares of Common Stock outstanding as of January 26, 2010, as disclosed in the Issuer's Quarterly Report filed on Form 10-Q with the Securities and Exchange Commission on January 28, 2010, for the quarterly period ended December 31, 2009.

The ownership of each of the Reporting Persons is presented below:

MDCP II

- (a) MDCP II is the direct owner of 10,288,526 shares of the Common Stock of the Issuer.
- (b) Percent of class: 24.0%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: -0-
 - (ii) shared power to vote or to direct the vote: 10,288,526
 - (iii) sole power to dispose or to direct the disposition of: -0-
 - (iv) shared power to dispose or to direct the disposition of: 10,288,526

MDP II

- (a) Amount beneficially owned: Dispositive and voting power of the 10,288,526 shares of Common Stock owned by MDCP II is shared with its general partner, MDP II. John A. Canning, Paul J. Finnegan and Samuel M. Menco are the sole members of a limited partner committee of MDP II that has the power, acting by majority vote, to vote or dispose of the shares directly held by MDCP II. Messrs. Canning, Finnegan and Menco and MDP II each hereby disclaims any beneficial ownership of any shares over which MDCP II has voting and dispositive power.
- (b) Percent of class: 24.0%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: -0-
 - (ii) shared power to vote or to direct the vote: 10,288,526
 - (iii) sole power to dispose or to direct the disposition of: -0-
 - (iv) shared power to dispose or to direct the disposition of: 10,288,526

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof each of the Reporting Persons has ceased to be the beneficial owner of more than five percent of the class of securities, check the following " ".

Item 6 Ownership of More Than Five Percent on Behalf of Another Person:

See response to Item 4.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Not Applicable.

Item 8 Identification and Classification of Members of the Group:

Not Applicable.

Item 9 Notice of Dissolution of Group:

Not Applicable.

Item 10 Certification:

Not Applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2010

MADISON DEARBORN CAPITAL PARTNERS II,
L.P.

By: Madison Dearborn Partners II, L.P.
Its: General Partner

By: Madison Dearborn Partners, Inc.
Its: General Partner

By: /s/ MARK B. TRESNOWSKI
Managing Director

MADISON DEARBORN PARTNERS II, L.P.

By: Madison Dearborn Partners, Inc.
Its: General Partner

By: /s/ MARK B. TRESNOWSKI
Managing Director