

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Tensile Capital Management LP</u> (Last) (First) (Middle) 700 LARKSPUR LANDING CIRCLE SUITE 255 (Street) LARKSPUR CA 94939 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/09/2021	3. Issuer Name and Ticker or Trading Symbol <u>TUESDAY MORNING CORP/DE [TUEM]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	20,158,593	I	By Osmium Partners (Larkspur SPV), LP ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾
Common Stock	52,000 ⁽⁵⁾	I	By Douglas J. Dossey

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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants	02/09/2021	12/31/2025	Common Stock	10,000,000	1.65	I	By Osmium Partners (Larkspur SPV), LP

Explanation of Responses:

- The reporting persons ("Reporting Persons") are Douglas J. Dossey, Arthur C. Young, Tensile Capital Management LP, Tensile Capital Management GP LLC, Tensile Capital GP LLC, and Tensile Capital Partners Master Fund LP.
- These securities are held directly by Osmium Partners (Larkspur SPV), LP ("Osmium Larkspur"), the general partner of which is Osmium Partners (Equation) LLC ("Osmium Equation"). The Managing Members of Osmium Equation are Osmium Partners, LLC and Tensile Capital Partners Master Fund LP. Osmium Larkspur and Osmium Equation are separately filing a Form 3 to report the shares in this Form 3 (the "Securities").
- The general partner and investment adviser of Tensile Capital Partners Master Fund LP are Tensile Capital GP LLC and Tensile Capital Management LP, respectively. The general partner of Tensile Capital Management LP is Tensile Capital Management GP LLC.
- Douglas J. Dossey and Arthur C. Young are the controlling principals of Tensile Capital Management LP, Tensile Capital Management GP LLC, and Tensile Capital GP LLC. Each of the Reporting Persons may be deemed to share beneficial ownership of the Securities with Osmium Equation. Each of the Reporting Persons disclaim beneficial ownership of the Securities, except to the extent of such person's pecuniary interest therein, if any. This report shall not be deemed an admission that any of the Reporting Persons is the beneficial owner of the Securities for purposes of Section 16 of the Securities and Exchange Act of 1934 or for any other purpose.
- These shares represent shares of restricted stock, all of which vest on the one year anniversary of the grant date, subject to the terms of the Issuer's long-term incentive plan and the applicable award agreement.

Douglas J. Dossey, as
Managing Partner of
Tensile Capital
Management LP 02/18/2021

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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

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 Number.