

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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>Osmium Partners, LLC</u> <hr/> (Last) (First) (Middle) <u>300 DRAKES LANDING ROAD</u> <u>SUITE 172</u> <hr/> (Street) <u>GREENBRAE CA 94904</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/09/2021</u>	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) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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	1,532,901	I	By Osmium Capital, LP
Common Stock	670,094	I	By Osmium Capital II, LP
Common Stock	801,845	I	By Osmium Spartan, LP
Common Stock	20,158,593	I	By Osmium Partners (Larkspur SPV), LP ⁽²⁾
Common Stock	52,000 ⁽¹⁾	I	By John H. Lewis ⁽³⁾

**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

1. Name and Address of Reporting Person* <u>Osmium Partners, LLC</u> <hr/> (Last) (First) (Middle) <u>300 DRAKES LANDING ROAD</u> <u>SUITE 172</u> <hr/> (Street) <u>GREENBRAE CA 94904</u> <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>OSMIUM CAPITAL LP</u> <hr/> (Last) (First) (Middle)

300 DRAKES LANDING ROAD
SUITE 172

(Street)

GREENBRAE CA 94904

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Osmium Capital II, LP](#)

(Last) (First) (Middle)

300 DRAKES LANDING ROAD
SUITE 172

(Street)

GREENBRAE CA 94904

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[OSMIUM SPARTAN L P](#)

(Last) (First) (Middle)

300 DRAKES LANDING ROAD
SUITE 172

(Street)

GREENBRAE CA 94904

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Osmium Partners \(Larkspur SPV\), LP](#)

(Last) (First) (Middle)

300 DRAKES LANDING ROAD
SUITE 172

(Street)

GREENBRAE CA 94904

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Osmium Partners \(Equation\) LLC](#)

(Last) (First) (Middle)

300 DRAKES LANDING ROAD
SUITE 172

(Street)

GREENBRAE CA 94904

(City)

(State)

(Zip)

1. Name and Address of Reporting Person*

[Lewis John Hartnett](#)

(Last) (First) (Middle)

300 DRAKES LANDING ROAD
SUITE 172

(Street)
GREENBRAE CA 94904

(City) (State) (Zip)

Explanation of Responses:

1. 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.
2. The Managing Members of Osmium Partners (Equation) LLC are Osmium Partners, LLC and Tensile Capital Partners Master Fund LP. The general partner of Osmium Partners (Larkspur SPV), LP is Osmium Partners (Equation) LLC.
3. The general partner of Osmium Capital, LP, Osmium Capital II, LP and Osmium Spartan, LP is Osmium Partners, LLC. John H. Lewis is the controlling member of Osmium Partners, LLC, and Mr. Lewis may be deemed to have voting and dispositive power with respect to the shares held by Osmium Capital, LP, Osmium Capital II, LP, Osmium Spartan, LP, and Osmium Partners (Larkspur SPV), LP, which represents an aggregate of 33,163,433 shares of Common Stock, including warrants to purchase 10,000,000 shares of Common Stock. Mr. Lewis disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that Mr. Lewis is the beneficial owner of the shares for purposes of Section 16 of the Securities and Exchange Act of 1934 or for any other purpose. Mr. Lewis individually does not own any shares of Common Stock (other than 52,000 shares of restricted stock which vest in January 2022).

Remarks:

Osmium Partners (Equation), as the general partner of Osmium Partners (Larkspur SPV), LP, may be deemed to beneficially own 30,158,593 shares of Common Stock, including warrants to purchase 10,000,000 shares of Common Stock. This Form 3 filing is intended to amend and supplement the Form 3 filing of John H. Lewis filed with the SEC on January 11, 2021.

/s/ John H. Lewis, for (i)
himself and (ii) as
Managing Member of
Osmium Partners, LLC,
for itself and as General
Partner of Osmium
Capital, LP, Osmium 02/19/2021
Capital II, LP and Osmium
Spartan, LP and a
Managing Member of
Osmium Partners
(Equation) LLC
** 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.