

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**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>MEHR ALEXANDER</u>			2. Date of Event Requiring Statement (Month/Day/Year) 09/12/2022		3. Issuer Name and Ticker or Trading Symbol <u>TUESDAY MORNING CORP/DE [TUEM]</u>		
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)			5. If Amendment, Date of Original Filed (Month/Day/Year)	
6250 LBJ FWY			<input checked="" type="checkbox"/> Director			<input checked="" type="checkbox"/> 10% Owner	
(Street)			Officer (give title below)			<input checked="" type="checkbox"/> Other (specify below)	
DALLAS	TX	75240	Member of 10% owner group			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
(City)	(State)	(Zip)				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	0 ⁽¹⁾	I	See footnotes ⁽¹⁾⁽²⁾

**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			
FILO C Note	(3)(4)	12/31/2027 ⁽⁵⁾	Common Stock	\$7,500,000 ⁽³⁾⁽⁴⁾	(3)(4)	I	See Footnotes ⁽²⁾⁽³⁾⁽⁴⁾
Junior Secured Convertible Note	(3)(4)	12/31/2027	Common Stock	\$6,930,000 ⁽³⁾⁽⁴⁾	(3)(4)	I	See Footnotes ⁽²⁾⁽³⁾⁽⁴⁾
Junior Secured Convertible Note	(3)(4)	12/31/2027	Common Stock	\$17,570,000 ⁽³⁾⁽⁴⁾	(3)(4)	I	See Footnotes ⁽²⁾⁽³⁾⁽⁴⁾

Explanation of Responses:

- On September 12, 2022, Tuesday Morning Corporation (the "Issuer") and Osmium Partners (Larkspur SPV), LP ("Larkspur") entered into a voting agreement, pursuant to which, among other things, Larkspur granted an irrevocable proxy to TASCOR Ventures, LLC ("TASCOR") to vote the 20,158,593 shares of common stock, \$0.01 par value, of the Issuer (the "Common Stock") owned by Larkspur.
- Mr. Tai Lopez and Dr. Alexander Mehr are the control persons of Retail Ecommerce Ventures LLC ("REV"), which is the majority unitholder of Clicks to Bricks, LLC ("Clicks to Bricks"), which is the manager of TASCOR and may be deemed to have beneficial ownership of securities directly held by TASCOR. Each of Mr. Lopez, Dr. Mehr, REV and Clicks to Bricks disclaims beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein.
- On September 9, 2022, the Issuer, Tuesday Morning, Inc., TASCOR, TASCOR Ventures CA, LLC and the several other purchasers named on Schedule I thereto entered into that certain Note Purchase Agreement (as amended and restated on September 20, 2022, the "Note Purchase Agreement"). On September 20, 2022, in connection with the closing of the Note Purchase Agreement and the transactions contemplated therein (together, the "Transaction"), TASCOR acquired a junior secured convertible note of the Issuer in the aggregate principal amount of \$7,500,000 (the "FILO C Note") and two junior secured convertible notes of the Issuer in the aggregate principal amount of \$24,500,000 (the "Junior Secured Convertible Notes" and, together with the FILO C Note, the "Convertible Notes"), in exchange for an aggregate purchase price of \$32,000,000.
- The Convertible Notes, together with any accrued and unpaid interest, if any, with respect to such principal amount, are convertible into shares of Common Stock at a conversion price of \$0.077 per share of Common Stock, subject to adjustment, from time to time, for the issuance of common stock, options or convertible securities and for any stock split, stock dividend, recapitalization or other events as provided in the Convertible Notes. Pursuant to the terms of the Note Purchase Agreement, a portion of the Convertible Notes equivalent to 90,000,000 shares of Common Stock became immediately exercisable upon closing of the Transaction. The remaining portion of the Convertible Notes will become exercisable upon an amendment of the Certificate of Incorporation of the Issuer as contemplated by the Note Purchase Agreement.
- The FILO C note will mature on the earlier of (a) December 31, 2027 and (b) the maturity date of the FILO B Obligations (as defined in that certain Credit Agreement dated as of September 20, 2022, by and among the Issuer, Tuesday Morning, Inc., TMI Holdings, Inc., the subsidiary guarantors party thereto, the lenders party thereto, Wells Fargo Bank, National Association, as administrative agent, and 1930P Loan Agent, LLC, as FILO B documentation agent).

Remarks:

Mr. Lopez, Dr. Mehr, Maya Burkenroad, James Harris and Sandip Patel serve as TASCOR's designees on the Board of Directors of the Issuer, and therefore TASCOR may be deemed to be a "director by deputization" of the Issuer.

/s/ Alexander Mehr

09/22/2022

** 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.