

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): November 29, 2022

TUESDAY MORNING CORPORATION

(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction of incorporation)

001-40432
(Commission File Number)

75-2398532
(IRS Employer Identification No.)

6250 LBJ Freeway
Dallas, Texas
(Address of principal executive offices)

75240
(Zip Code)

(972) 387-3562
(Registrant's telephone number, including area code)

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	TUEM	The NASDAQ Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.03 Material Modification to Rights of Security Holders.

On November 29, 2022, Tuesday Morning Corporation (the “Company”) filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation (the “Amendment”) with the Secretary of State of the State of Delaware to effect a 1-for-30 reverse stock split (the “Reverse Stock Split”) of the Company’s shares of common stock, \$0.01 par value (the “Common Stock”). As set forth in the Amendment, the Amendment and the Reverse Stock Split will become effective at 5:00 p.m., Eastern time, on November 30, 2022.

As previously disclosed in a Definitive Information Statement on Schedule 14C filed with the Securities and Exchange Commission on October 21, 2022 (the “Information Statement”), the holder of 90,000,000 shares of the Common Stock, representing a majority of the outstanding Common Stock, executed a written consent in lieu of a special meeting (the “Written Consent”) approving an amendment to the Company’s Amended and Restated Certificate of Incorporation to effect a reverse stock split of the issued and outstanding Common Stock, at a ratio to be determined by the Company’s Board of Directors (the “Board”) within the range of 1-for-20 to 1-for-100. On November 28, 2022, the Board selected the 1-for-30 reverse stock split ratio for the Reverse Stock Split.

At the effective time of the Reverse Stock Split, every 30 issued and outstanding shares of the Common Stock will be combined into one share of Common Stock. Proportionate voting rights and other rights of common stockholders will not be affected by the reverse split, other than as a result of the payment for fractional shares. No fractional shares will be issued in connection with the Reverse Stock Split. As soon as practicable after the Reverse Stock Split becomes effective, the Company’s transfer agent, Computershare, Inc. (“Computershare”), will aggregate all fractional shares and arrange for them to be sold at the then prevailing prices on the open market on behalf of those stockholders who would otherwise be entitled to receive a fractional share. After completing the sale, stockholders will receive a cash payment from Computershare in an amount equal to their pro rata shares of the total net proceeds of these sales.

The Reverse Stock Split will become effective on November 30, 2022 at 5:00 p.m., Eastern time, and the Common Stock will be quoted on the Nasdaq Stock Market on a post-split basis at the open of business on December 1, 2022. The Company’s post-reverse split Common Stock will have a new CUSIP number, 89904V 200, but the par value and other terms of the Common Stock are not affected by the Reverse Stock Split. The Amendment and Reverse Stock Split does not reduce the Company’s total authorized shares of Common Stock, which remain at 200,000,000 total authorized shares of Common Stock.

The foregoing description of the Amendment and the Reverse Stock Split set forth above does not purport to be complete and is qualified in its entirety by reference to the Amendment and the Information Statement. A copy of the Amendment is being filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The information set forth in Item 3.03 regarding the Amendment and Reverse Stock Split is incorporated by reference herein.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The information set forth in Item 3.03 regarding the Written Consent, the Amendment and the Reverse Stock Split is incorporated by reference herein.

As described in the Information Statement, pursuant to the Written Consent, the majority stockholder also approved an amendment to the Company’s Amended and Restated Certificate of Incorporation to increase the number of authorized shares of the Common Stock (the “Authorized Share Increase Amendment”); provided that the Authorized Share Increase Amendment would not become effective if the Company completed a reverse stock split. As a result of the Reverse Stock Split, the Authorized Share Increase Amendment will not become effective and the Company’s total authorized shares of Common Stock will remain at 200,000,000.

Item 7.01 Regulation FD Disclosure.

On November 29, 2022, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

The information under this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of such section, and shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

Item 9.01 **Financial Statements and Exhibits.**

(d) *Exhibits.*

3.1 [Amendment to Amended and Restated Certificate of Incorporation.](#)

99.1 [Press Release issued November 29, 2022](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TUESDAY MORNING CORPORATION

Date November 29, 2022

By: /s/ Jennyfer R. Gray

Jennyfer R. Gray

Vice President, Interim General Counsel and Corporate Secretary

**CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
TUESDAY MORNING CORPORATION**

Tuesday Morning Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is Tuesday Morning Corporation. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State on August 26, 1991. The Certificate of Incorporation of the Corporation was amended on March 26, 1999 and May 12, 1999, and was amended and restated through a filing made on December 23, 2020 that became effective on December 31, 2020 (as amended and restated, the "Amended and Restated Certificate of Incorporation").

2. Article Four of the Amended and Restated Certificate of Incorporation is hereby further amended by adding the following new paragraph immediately following the end of the existing provisions of Article Four:

"Upon the Certificate of Amendment to the Amended and Restated Certificate of Incorporation becoming effective pursuant to the DGCL (the "Effective Time"), each 30 shares of Common Stock issued and outstanding or held by the Corporation as treasury stock as of the date and time immediately preceding the Effective Time shall automatically without further action on the part of the Corporation or any holder of the Common Stock, be reclassified, combined, converted and changed into one (1) validly issued, fully paid and nonassessable share of Common Stock, subject to treatment of fractional share interests as described below (the "Reverse Stock Split"). No fractional shares will be issued in the Reverse Stock Split, and, stockholders otherwise entitled to receive fractional shares shall have no further interest as a stockholder with respect to such fractional shares. In lieu thereof, the aggregate of all fractional shares otherwise issuable to the holders of record of the Common Stock shall be issued to the transfer agent, as exchange agent for the accounts of all holders of record of Common Stock and otherwise entitled to have a fraction of a share issued to them. The sale of all of the fractional interests will be effected by the exchange agent as soon as practicable after the Effective Time on the basis of the prevailing market prices of the Corporation's common stock at the time of the sale. After such sale, the exchange agent will pay to such holders of record their pro rata share of the total net proceeds derived from the sale of the fractional interests. Each stock certificate or book entry position that, immediately prior to the Effective Time, represented shares of the Common Stock that were issued and outstanding immediately prior to the Effective Time shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of whole shares of the Common Stock after the Effective Time into which the shares formerly represented by such certificate or book entry position have been reclassified (as well as the right to receive cash in lieu of fractional shares of the Common Stock after the Effective Time); provided, however, that each person of record holding a certificate or book entry position that represented shares of the Common Stock that were issued and outstanding immediately prior to the Effective Time shall receive, upon surrender of such certificate or book entry position, a new certificate or book entry position evidencing and representing the number of whole shares of the Common Stock after the Effective Time into which the shares of the Common Stock formerly represented by such certificate or book entry position shall have been reclassified."

3. A resolution was duly adopted by the board of directors of the Corporation, pursuant to Section 242 of the General Corporation Law of the State Delaware, setting forth the above mentioned amendment to the Amended and Restated Certificate of Incorporation (the "Amendment") and declaring said Amendment to be advisable.

4. The Amendment was duly authorized by the holders of a majority of the voting stock of the Corporation by written consent of the stockholders of the Corporation. The Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

5. The Amendment shall become effective at 5:00 p.m., Eastern Time, on November 30, 2022.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly adopted and executed in its corporate name on its behalf by its duly authorized officer as of November 28, 2022.

TUESDAY MORNING CORPORATION

By: /s/ Andrew T. Berger

Name: Andrew T. Berger

Title: Chief Executive Officer

Tuesday Morning Corporation Announces Reverse Stock Split

DALLAS, Nov. 29, 2022 (GLOBE NEWSWIRE) – **Tuesday Morning Corporation (NASDAQ: TUEM)**, a leading off-price retailer of home goods and décor, today announced a 1-for-30 reverse split of its common stock, par value \$0.01, effective at 5:00 p.m. Eastern time on Wednesday, November 30, 2022. Tuesday Morning's common stock will continue to trade on The Nasdaq Capital Market ("Nasdaq") under the symbol TUEM and will begin trading on a split-adjusted basis when the market opens on Thursday, December 1, 2022. The new CUSIP number for Tuesday Morning's common stock following the reverse stock split will be 89904V200.

On September 28, 2022, the majority holder of Tuesday Morning's common stock approved a reverse stock split of Tuesday Morning's common stock at a ratio of not less than 1-for-20 and not more than 1-for-100, with such ratio to be determined by the Board of Directors. The reverse stock split is primarily intended to enable Tuesday Morning to regain compliance with the \$1.00 per share minimum bid price required for continued listing on Nasdaq.

As a result of the reverse stock split, every 30 shares of Tuesday Morning's issued and outstanding common stock as of the effective time will be combined into one share of common stock. In addition, the reverse stock split will affect a reduction in the number of shares issuable pursuant to Tuesday Morning's equity awards, warrants and convertible debt outstanding as of the effective time of the reverse stock split with a corresponding increase in the exercise or conversion price per share. The par value and other terms of Tuesday Morning's common stock are not affected by the reverse stock split, and the reverse stock split does not reduce the company's total authorized shares of common stock, which remain at 200,000,000 total authorized shares of common stock.

No fractional shares will be issued in connection with the reverse stock split. As soon as practicable after the reverse stock split becomes effective, the Company's transfer agent, Computershare, Inc. ("Computershare"), will aggregate all fractional shares and arrange for them to be sold at the then prevailing prices on the open market on behalf of those stockholders who would otherwise be entitled to receive a fractional share. After completing the sale, stockholders will receive a cash payment from Computershare in an amount equal to their pro rata shares of the total net proceeds of these sales.

Additional information regarding the reverse stock split can be found in Tuesday Morning's definitive information statement on Schedule 14C that was filed with the Securities and Exchange Commission on October 21, 2022.

About Tuesday Morning

Tuesday Morning Corporation is one of the original off-price retailers specializing in name-brand, high-quality products for the home, including upscale home textiles, home furnishings, housewares, gourmet food, toys and seasonal décor, at prices generally below those found in boutique, specialty and department stores, catalogs and on-line retailers. Based in Dallas, Texas, the Company opened its first store in 1974 and currently operates 487 stores in 40 states. More information and a list of store locations may be found on the Company's website at www.tuesdaysmorning.com.

INVESTOR RELATIONS:

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