

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person [†] <u>Lewis John Hartnett</u>			2. Issuer Name and Ticker or Trading Symbol <u>TUESDAY MORNING CORP/DE [TUEM]</u>			5. 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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/09/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
300 DRAKES LANDING ROAD, SUITE 172			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>GREENBRAE CA 94904</u>								
(City) (State) (Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/09/2021		P		487,106 ⁽⁶⁾	A	\$1.1	1,532,901 ⁽²⁾	I	By Osmium Capital, LP ⁽⁵⁾
Common Stock	02/09/2021		P		212,934 ⁽⁶⁾	A	\$1.1	670,094 ⁽³⁾	I	By Osmium Capital, LP ⁽⁵⁾
Common Stock	02/09/2021		P		254,800 ⁽⁶⁾	A	\$1.1	801,845 ⁽⁴⁾	I	By Osmium Capital, LP ⁽⁵⁾
Common Stock	02/09/2021		J ⁽¹⁾		20,158,593 ⁽⁶⁾	A	\$1.1 ⁽¹⁾	20,158,593	I	By Osmium Partners (Larkspur SPV), LP ⁽⁵⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Warrant	\$1.65	02/09/2021		J ⁽¹⁾		10,000,000 ⁽⁶⁾		02/09/2021	12/31/2025	Common Stock	10,000,000	(1)	10,000,000	I	By Osmium Partners (Larkspur SPV), LP ⁽⁵⁾

Explanation of Responses:

- The Issuer commenced a \$40 million rights offering (the Rights Offering), under which eligible holders of the Issuer's common stock could purchase up to \$24 million of shares of the Issuer's common stock (Shares) at a purchase price of \$1.10 per Share, and Osmium Partners, LLC or its affiliates, including Osmium Partners (Larkspur SPV), LP (the Backstop Party), were required, pursuant to a backstop commitment agreement between the Issuer and Osmium Partners, LLC, dated as of November 16, 2020 (the Backstop Agreement), to purchase up to \$16 million Shares at a purchase price of \$1.10 per Share, which right was exercised by Osmium Partners (Larkspur SPV), LP. Osmium Partners (Larkspur SPV), LP (i) purchased all unsubscribed shares in the Rights Offering and (ii) received a backstop fee of \$2 million (payable in Shares at a value of \$1.10 per Share) and warrants to purchase 10 million Shares at a price of \$1.65 per Share. The Rights Offering closed on February 9, 2021.
- Includes 1,045,795 shares of Common Stock acquired prior to the date that the Reporting Person became subject to Section 16 of the Securities Exchange Act of 1934 (the "Act").
- Includes 457,160 shares of Common Stock acquired prior to the date that the Reporting Person became subject to Section 16 of the Act.
- Includes 547,045 shares of Common Stock acquired prior to the date that the Reporting Person became subject to Section 16 of the Act.
- The general partner of Osmium Capital, LP, Osmium Capital II, LP and Osmium Spartan, LP is Osmium Partners, LLC. The general partner of Osmium Partners (Larkspur SPV), LP is Osmium Partners (Equation) LLC. The Managing Members of Osmium Partners (Equation) LLC are Osmium Partners, LLC and Tensile Capital Partners Master Fund LP. The Reporting Person is the controlling member of Osmium Partners, LLC.
- The Reporting Person 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 33,215,433 shares of Common Stock, including warrants to purchase 10,000,000 shares of Common Stock. The Reporting Person 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 the Reporting Person is the beneficial owner of the shares for purposes of Section 16 of the Act or for any other purpose. The Reporting Person individually does not own any shares of Common Stock (other than 52,000 shares of restricted stock which vest in January 2022).

/s/ John H. Lewis 02/11/2021

** 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 4 (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.