

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

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

1. Name and Address of Reporting Person* <u>Becker Steven R</u> _____ (Last) (First) (Middle) <u>500 CRESCENT COURT,</u> <u>SUITE 230</u> _____ (Street) <u>DALLAS TX 75201</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TUESDAY MORNING CORP/DE [TUES]</u>]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/10/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	09/10/2019		A		277,439 ⁽¹⁾	A	\$0.00	2,027,764	D	
Common Stock	09/10/2019		A		277,439 ⁽²⁾	A	\$0.00	2,305,203	D	

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					
Non-Qualified Stock Option (right to own)	\$3.25							(3)	09/26/2028	Common Stock	248,385	248,385	D	
Non-Qualified Stock Option (right to own)	\$2.45							(4)	09/19/2027	Common Stock	248,385	248,385	D	
Non-Qualified Stock Option (right to own)	\$6.71							(5)	09/01/2026	Common Stock	248,385	248,385	D	
Non-Qualified Stock Option (right to own)	\$5.64							(6)	02/02/2026	Common Stock	295,508	295,508	D	

**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				
Non-Qualified Stock Option (right to own)	\$4.22							(7)	07/01/2022	Common Stock	10,000		10,000	D	

Explanation of Responses:

1. Represents performance-based restricted stock granted to Steven R. Becker on September 10, 2019, pursuant to the Tuesday Morning Corporation 2014 Long-Term Incentive Plan (the "2014 LTIP"). The performance-based restricted stock vests on the third anniversary of the date of the grant, subject to the satisfaction of certain performance criteria. Reflects the maximum number of shares that may vest.
2. Represents time-vesting restricted stock granted to Mr. Becker on September 10, 2019, pursuant to the 2014 LTIP. The restricted stock vest in equal annual installments over four years beginning on the first anniversary of the grant date.
3. The option vests in equal annual installments over four years beginning on the first anniversary of the grant date. The option was granted to Mr. Becker on September 26, 2018 pursuant to the 2014 LTIP.
4. The option vests in equal annual installments over four years beginning on the first anniversary of the grant date. The option was granted to Mr. Becker on September 19, 2017 pursuant to the 2014 LTIP.
5. (The option vests in equal annual installments over four years beginning on the first anniversary of the grant date. The option was granted to Mr. Becker on September 1, 2016 pursuant to the 2014 LTIP.
6. The option vests in equal annual installments over four years beginning on the first anniversary of the grant date. The option was granted to Mr. Becker on February 2, 2016 pursuant to the 2014 LTIP.
7. The option is fully vested and currently exercisable. The option was granted to Mr. Becker on July 1, 2012 pursuant to the Tuesday Morning Corporation 2004 Long-term incentive plan.

/s/ Steven R. Becker, By
Bridgett C. Zeterberg,
Attorney in Fact

09/12/2019

** 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.

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