

SHAKED HEZY  
Form 4  
August 31, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SHAKED HEZY

2. Issuer Name and Ticker or Trading Symbol  
TILLY'S, INC. [TLYS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
08/30/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Chief Strategy Officer

C/O TILLY'S, INC., 10 WHATNEY

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

IRVINE, CA 92618

(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	(D)	Price
Class A Common Stock	08/30/2018		C		10,000	A	\$ 0
Class A Common Stock	08/30/2018		S <sup>(2)</sup>		3,100	D	\$ 19.7853 <sup>(3)</sup>
Class A Common Stock	08/30/2018		S <sup>(2)</sup>		6,900	D	\$ 20.5141 <sup>(4)</sup>
Class A Common	08/31/2018		C		10,000	A	\$ 0

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Stock

Class A Common Stock	08/31/2018	S <sup>(2)</sup>	1,900	D	\$ 22.3593 <sup>(5)</sup>	8,100	D	<sup>(1)</sup>
Class A Common Stock	08/31/2018	S <sup>(2)</sup>	4,010	D	\$ 23.593 <sup>(6)</sup>	4,090	D	<sup>(1)</sup>
Class A Common Stock	08/31/2018	S <sup>(2)</sup>	4,090	D	\$ 24.1906 <sup>(7)</sup>	0	D	
Class A Common Stock						520,611	I	BY LLC <sup>(8)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. P
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	<sup>(9)</sup>	08/30/2018		C	10,000	<sup>(9)</sup> <sup>(9)</sup>	Class A Common Stock	10,000
Class B Common Stock	<sup>(9)</sup>	08/31/2018		C	10,000	<sup>(9)</sup> <sup>(9)</sup>	Class A Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X	X	Chief Strategy Officer	

