

TILLY'S, INC.  
Form 3  
May 03, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â TL ANNUITY TRUST		(Month/Day/Year)	TILLY'S, INC. [TLYS]	
(Last)	(First)	(Middle)	05/03/2012	
C/O TILLY'S, INC., Â 10		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
WHATNEY		(Check all applicable)		
(Street)		___ Director ___X_ 10% Owner		6. Individual or Joint/Group Filing(Check Applicable Line)
IRVINE, Â CA Â 92618		___ Officer ___ Other		_X_ Form filed by One Reporting Person
(City)	(State)	(Zip)	(give title below) (specify below)	
				___ 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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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 control number.**

**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 of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

CLASS B COMMON STOCK	Â (1)	Â (1)	CLASS A COMMON STOCK	2,000,000	\$ (1)	D	Â
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TL ANNUITY TRUST C/O TILLY'S, INC. 10 WHATNEY IRVINE, CA 92618	Â	Â X	Â	Â

## Signatures

/s/ PATRICK GROSSO, ATTORNEY-IN-FACT FOR NETTA SCHROER AND AMY SHAKED, CO-TRUSTEES OF THE TL ANNUITY TRUST

05/03/2012

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

Reflects ownership of Class B Common Stock held by the Reporting Person on the effective date of the Issuer's Registration Statement on

(1) Form S-1 (Registration No. 333-175299). Class B Common Stock has no expiration date and, subject to certain events, is automatically convertible on a one-for-one basis into shares of Class A Common Stock.

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### Remarks:

EXHIBIT LIST:

EXHIBIT 24.1 - POWER OF ATTORNEY FOR NETTA SCHROER

EXHIBIT 24.2 - POWER OF ATTORNEY FOR AMY SHAKED

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.