Edgar Filing: SHAKED HEZY - Form 4

CULVED HEZY

Form 4						
June 19, 2018					OMB AF	PROVAL
UNI	TED STATES SECU W	JRITIES AND EX ashington, D.C. 20		OMMISSION	OMB Number:	3235-0287
Check this box if no longer subject to Section 16. Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES				Expires: Estimated a burden hour response	
abligations	ed pursuant to Section on 17(a) of the Public 30(h) of the		npany Act of	1935 or Section		
(Print or Type Responses)						
1. Name and Address of Rep SHAKED HEZY	uer Name and Ticker or l Y'S, INC. [TLYS]	Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First)		of Earliest Transaction		(Check	all applicable)
C/O TILLY'S, INC., 10		n/Day/Year) /2018		X Director X Officer (give t below) Chief S	title Othe below)	r (specify
(Street)	mendment, Date Origina Aonth/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
IRVINE, CA 92618				Form filed by Mo Person	ore than One Rej	porting
(City) (State)	(Zip) Ta	able I - Non-Derivative	Securities Acqu	iired, Disposed of,	or Beneficiall	y Owned
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Dispose Code (Instr. 3, 4		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			(A) or	Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Class A Common 06/18/2018 Stock		Code V Amount S(1) 10,000	(D) Price $\$$ D 15.0724 (2)		Ι	$\frac{\text{BY LLC}}{(3)}$

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

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 Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SHAKED HEZY C/O TILLY'S, INC. 10 WHATNEY IRVINE, CA 92618	Х	Х	Chief Strategy Officer				
Signatures							
/s/ Michael L. Henry, Attorney-in-Fact for Hezy Shaked			06/19/2018				
**Signature of Reporting		Date					

Explanation of Responses:

- 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).
- The sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by a limited liability company (the "LLC"), of (1) which the Reporting Person serves as the sole manager with sole voting and investment control over the securities held thereby, on June 8, 2017 in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.86 to \$15.18, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the

(2) Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

Represents shares held by the LLC of which the Reporting Person serves as the sole manager with sole voting and investment control (3) over the securities held thereby. The Reporting Person disclaims beneficial ownership of the securities held by the LLC except to the extent of his pecuniary interest therein.

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.