

TILLY'S, INC.  
Form 8-A12B  
May 02, 2012

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**TILLY S, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State of Incorporation or Organization)

**45-2164791**  
(I.R.S. Employer Identification No.)

**10 Whatney**

**Irvine, California**

**92618**

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(Address of Principal Executive Offices)

(Zip Code)

**Title of each class to be so registered**

**Name of each exchange on which class is to be registered**

**Class A Common Stock, par value \$0.001 per share**

**New York Stock Exchange**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-175299

Securities to be registered pursuant to Section 12(g) of the Act: None

**Item 1. Description of Registrant's Securities to be Registered**

The description of the Class A Common Stock of the Registrant set forth under the caption "Description of Capital Stock" in Registrant's Registration Statement on Form S-1 (Registration No. 333-175299) as originally filed with the Securities and Exchange Commission on July 1, 2011 and as subsequently amended (the "Registration Statement"), and in the prospectus included in the Registration Statement, is hereby incorporated by reference in response to this item. The form of prospectus that constitutes part of the Registration Statement and is filed by the Registrant pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed incorporated herein by reference.

**Item 2. Exhibits**

None.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 2, 2012

TILLY S, INC.

(Registrant)

By: /s/ Daniel Griesemer

Name: Daniel Griesemer

Title: President and Chief Executive Officer