

TILLY'S, INC.
Form 4
December 09, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
LEVINE TILLY

(Last) (First) (Middle)

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

(Street)

IRVINE, CA 92618

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/07/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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)
Class A Common Stock	12/07/2016		C	V 57,300 A \$ 0	57,300	D ⁽¹⁾	
Class A Common Stock	12/07/2016		S	V 57,300 D \$ 14.1505 ⁽²⁾	0	D	
Class A Common Stock	12/08/2016		C	V 10,000 A \$ 0	10,000	D ⁽¹⁾	
Class A Common Stock	12/08/2016		G	V 10,000 D \$ 0	0	D	

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Class A Common Stock	12/08/2016	C	130,202	A	\$ 0	130,202	D ⁽¹⁾
Class A Common Stock	12/08/2016	S	129,402	D	\$ 14.3256 ⁽³⁾	800	D
Class A Common Stock	12/08/2016	S	800	D	\$ 15.0138 ⁽⁴⁾	0	D
Class A Common Stock	12/09/2016	C	62,498	A	\$ 0	62,498	D ⁽¹⁾
Class A Common Stock	12/09/2016	S	62,498	D	\$ 14.7077 ⁽⁵⁾	0	D

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

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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. Amount or Number of Shares
Class B Common Stock	<u>(6)</u>	12/07/2016		C	V (A) (D) 57,300	<u>(6)</u> <u>(6)</u>	Class A Common Stock	57,300
Class B Common Stock	<u>(6)</u>	12/08/2016		C	10,000	<u>(6)</u> <u>(6)</u>	Class A Common Stock	10,000
Class B Common Stock	<u>(6)</u>	12/08/2016		C	130,202	<u>(6)</u> <u>(6)</u>	Class A Common Stock	130,202
Class B Common Stock	<u>(6)</u>	12/09/2016		C	62,498	<u>(6)</u> <u>(6)</u>	Class A Common Stock	62,498

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if any.

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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