



- “ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- “ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01 Regulation FD Disclosure.**

On January 17, 2013, Tile Shop Holdings, Inc. (the “Company”) will present at the ICR XChange Investor Conference. Attached as Exhibit 99.1 to this Current Report are materials that will be made available in conjunction with that presentation.

The information contained in the attached presentation materials is summary information that is intended to be considered in the context of the Company’s SEC filings and other public announcements. The Company undertakes no duty or obligation to publicly update or revise this information, although it may do so from time to time.

**Item 9.01 Financial Statements and Exhibits.**

(a) Financial Statements of Businesses Acquired: None.

(b) Pro Forma Financial Information: None.

(c) Shell Company Transactions: None.

(d) Exhibits:

99.1 January 17, 2013 Investor Conference Materials.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TILE SHOP  
HOLDINGS,  
INC.

By /s/ Timothy  
C. Clayton

Date: Name:  
January Timothy C.  
17, 2013 Clayton  
Title: Chief  
Financial  
Officer

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**TILE SHOP HOLDINGS, INC.**

**EXHIBIT INDEX TO FORM 8-K**

Date of Report: Commission File No.:  
January 17, 2013 001-35629

**Exhibit No. ITEM**

99.1 January 17, 2013 Investor Conference Materials.