#### TUESDAY MORNING CORP/DE

Form 4

November 07, 2013

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

obligations may continue.

See Instruction

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

1(b).

Stock

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Becker Steven R Issuer Symbol TUESDAY MORNING CORP/DE (Check all applicable) [TUES] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) 500 CRESCENT COURT, SUITE 11/05/2013 230 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting DALLAS, TX 75201 Person

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securitie or Disposed o (Instr. 3, 4)  Amount	f (D)	uired (A) or Price	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)	
Common Stock	11/05/2013		S	187,151	D	\$ 13.2331	894,256	I	See Footnotes (1) (2) (3) (4) (5)	
Common Stock	11/05/2013		S	179,126	D	\$ 13.2331	855,915	I	See Footnotes (1) (2) (3) (4) (6)	
Common	11/05/2013		S	24,861	D	\$	118,794	I	See	

13.2331

Footnotes (1) (2) (3) (4)

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								<u>(7)</u>
Common Stock	11/05/2013	S	104,917	D	\$ 13.2331	501,320	I	See Footnotes (1) (2) (3) (4) (8)
Common Stock	11/06/2013	S	96,432	D	\$ 12.8066	797,824	I	See Footnotes (1) (2) (3) (4) (5)
Common Stock	11/06/2013	S	92,298	D	\$ 12.8066	763,617	I	See Footnotes (1) (2) (3) (4) (6)
Common Stock	11/06/2013	S	12,810	D	\$ 12.8066	105,984	I	See Footnotes (1) (2) (3) (4) (7)
Common Stock	11/06/2013	S	54,060	D	\$ 12.8066	447,260	I	See Footnotes (1) (2) (3) (4) (8)
Common Stock	11/07/2013	S	26,573	D	\$ 12.5911	771,251	I	See Footnotes (1) (2) (3) (4) (5)
Common Stock	11/07/2013	S	25,433	D	\$ 12.5911	738,184	Ι	See Footnotes (1) (2) (3) (4) (6)
Common Stock	11/07/2013	S	3,530	D	\$ 12.5911	102,454	Ι	See Footnotes (1) (2) (3) (4) (7)
Common Stock	11/07/2013	S	14,897	D	\$ 12.5911	432,363	I	See Footnotes (1) (2) (3) (4) (8)
Common Stock						17,186	$D_{\underline{(3)}} \underline{(4)}^{\underline{(2)}}$	

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

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SEC 1474 (9-02)

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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	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date	Title	Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>FB</b>	Director	10% Owner	Officer	Other			
Becker Steven R 500 CRESCENT COURT SUITE 230 DALLAS, TX 75201	X						
0' '							

## Signatures

/s/ Steven R. 11/07/2013 Becker Date

\*\*Signature of Reporting Person

## **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).
- This statement is filed by and on behalf of Steven R. Becker. A managed account (the "Managed Account"), Becker Drapkin Partners (1) (QP), L.P. ("QP Fund"), Becker Drapkin Partners, L.P. ("LP Fund"), BD Partners V, L.P. ("BD Partners V") and Mr. Becker are the direct beneficial owners of the securities covered by this report.
  - Becker Drapkin Management, L.P. ("BD Management") provides investment advisory services for the Managed Account and is the general partner of each of QP Fund, LP Fund and BD Partners V. BD Management may be deemed to beneficially own securities owned
- (2) by the Managed Account, QP Fund, LP Fund and BD Partners V. BC Advisors, LLC ("BC Advisors") is the general partner of BD Management and may be deemed to beneficially own securities owned by BD Management. Mr. Becker is a co-managing member of BC Advisors and may be deemed to beneficially own securities owned by BC Advisors.
- Each reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Act") or otherwise, the beneficial owner of any securities covered by this statement. Each reporting person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.
- (4) Each reporting person may be deemed to be a member of a group with respect to the issuer or securities of the issuer for purposes of Section 13(d) or 13(g) of the Act. Each reporting person declares that neither the filing of this statement nor anything herein shall be

Reporting Owners 3

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construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, a member of a group with respect to the issuer or securities of the issuer.

- (5) Represents shares directly beneficially owned by the Managed Account.
- (6) Represents shares directly beneficially owned by QP Fund.
- (7) Represents shares directly beneficially owned by LP Fund.
- (8) Represents shares directly beneficially owned by BD Partners V.

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.