

TUESDAY MORNING CORP/DE  
Form 4  
November 07, 2014

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Becker Steven R

2. Issuer Name and Ticker or Trading Symbol  
TUESDAY MORNING CORP/DE  
[TUES]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
11/05/2014

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

500 CRESCENT COURT, SUITE 230

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

DALLAS, TX 75201

(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. 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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/05/2014		S		47,671	D	\$ 21.1166	32,878	I	See Footnotes (1) (2) (3) (4) (5)
Common Stock	11/05/2014		S		6,617	D	\$ 21.1166	4,563	I	See Footnotes (1) (2) (3) (4) (6)
Common Stock	11/05/2014		S		27,920	D	\$ 21.1166	19,258	I	See Footnotes (1) (2) (3) (4)

Common Stock	11/06/2014	S	32,878	D	\$ 21.1004	0	I	(7) See Footnotes (1) (2) (3) (4) (5)
Common Stock	11/06/2014	S	4,563	D	\$ 21.1004	0	I	(6) See Footnotes (1) (2) (3) (4) (6)
Common Stock	11/06/2014	S	19,258	D	\$ 21.1004	0	I	(7) See Footnotes (1) (2) (3) (4) (7)
Common Stock	11/06/2014	S	17,186	D	\$ 21.2679	5,054	D	(1) (2) (3) (4) (8)
Common Stock	11/06/2014	M	10,000	A	\$ 4.22	15,054	D	(1) (2) (3) (4) (8)
Common Stock	11/06/2014	S	10,000	D	\$ 20.9305	5,054	D	(1) (2) (3) (4) (8)

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.**

SEC 1474 (9-02)

**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 Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 4.22	11/06/2014		M	10,000	(9)	07/01/2022	Common Stock	10,000

## Reporting Owners

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

## Signatures

/s/ Steven R.  
Becker

11/07/2014

\_\_Signature of  
Reporting Person

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).
- This statement is filed by and on behalf of Steven R. Becker. Becker Drapkin Partners (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") 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 by 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.
- 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 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 QP Fund.
  - (6) Represents shares directly beneficially owned by LP Fund.
  - (7) Represents shares directly beneficially owned by BD Partners V.
  - (8) Includes 5,054 shares which vest on November 12, 2014, immediately prior to the issuer's next annual meeting of stockholders, subject to the terms of the issuer's 2008 Long-Term Equity Incentive Plan and the applicable award agreement.
  - (9) The option, representing a right to purchase a total of 20,000 shares, became exercisable in four equal annual installments beginning on July 1, 2013.

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.