

LEVINE TILLY  
Form 4  
September 25, 2017

**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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

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

09/21/2017

(Street)

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

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

IRVINE, CA 92618

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Class A Common Stock            | 09/21/2017                           |  | C                              | 46,782 A  | \$ 0  | 46,782   | D <sup>(1)</sup>                                      |
| Class A Common Stock            | 09/21/2017                           |  | S                              | 46,782 D  | \$ 11.6191 <sup>(2)</sup>   | 0  | D   |
| Class A Common Stock            | 09/22/2017                           |  | C                              | 51,097 A  | \$ 0  | 51,097   | D <sup>(1)</sup>                                      |
| Class A Common Stock            | 09/22/2017                           |  | S                              | 51,097 D  | \$ 11.4825 <sup>(3)</sup>   | 0  | D   |

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|                            |            |                  |        |   |                                 |        |                  |                              |
|----------------------------|------------|------------------|--------|---|---------------------------------|--------|------------------|------------------------------|
| Class A<br>Common<br>Stock | 09/22/2017 | C                | 5,000  | A | \$ 0                            | 5,000  | I                | By Trust<br>1 <sup>(4)</sup> |
| Class A<br>Common<br>Stock | 09/22/2017 | S <sup>(5)</sup> | 5,000  | D | \$<br>11.4583<br><sup>(6)</sup> | 0      | I                | By Trust<br>1                |
| Class A<br>Common<br>Stock | 09/22/2017 | C                | 5,000  | A | \$ 0                            | 5,000  | I                | By Trust<br>2 <sup>(4)</sup> |
| Class A<br>Common<br>Stock | 09/22/2017 | S <sup>(5)</sup> | 5,000  | D | \$<br>11.4573<br><sup>(6)</sup> | 0      | I                | By Trust<br>2                |
| Class A<br>Common<br>Stock | 09/25/2017 | C                | 84,370 | A | \$ 0                            | 84,370 | D <sup>(1)</sup> |                              |
| Class A<br>Common<br>Stock | 09/25/2017 | S                | 84,370 | D | \$<br>11.4915<br><sup>(7)</sup> | 0      | D                |                              |

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

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(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 Securities (Instr. 3 and 4) | 8. P... Der... Sec... (Ins...) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                          | Amount or Number of Shares |
| Class B<br>Common<br>Stock                 | <u>(8)</u>   | 09/21/2017                           |  | C                              | (A) 46,782  | <u>(8)</u>   | <u>(8)</u>  | Class A<br>Common<br>Stock     | 46,782                     |
| Class B<br>Common<br>Stock                 | <u>(8)</u>   | 09/22/2017                           |  | C                              | (A) 51,097  | <u>(8)</u>   | <u>(8)</u>  | Class A<br>Common<br>Stock     | 51,097                     |
| Class B<br>Common                          | <u>(8)</u>   | 09/22/2017                           |  | C                              | (A) 5,000   | <u>(8)</u>   | <u>(8)</u>  | Class A<br>Common              | 5,000                      |

|         |     |            |   |        |     |     |        |         |  |
|---------|-----|------------|---|--------|-----|-----|--------|---------|--|
| Stock   |     |            |   |        |     |     |        | Stock   |  |
| Class B |     |            |   |        |     |     |        | Class A |  |
| Common  | (8) | 09/22/2017 | C | 5,000  | (8) | (8) | Common | 5,000   |  |
| Stock   |     |            |   |        |     |     | Stock  |         |  |
| Class B |     |            |   |        |     |     |        | Class A |  |
| Common  | (8) | 09/25/2017 | C | 84,370 | (8) | (8) | Common | 84,370  |  |
| Stock   |     |            |   |        |     |     | Stock  |         |  |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| LEVINE TILLY<br>C/O TILLY'S, INC.<br>10 WHATNEY<br>IRVINE, CA 92618 |               |           | X       |       |

## Signatures

/s/ Michael L. Henry, Attorney-in-Fact for Tilly  
Levine 09/25/2017

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).

The shares reported herein are held in The Tilly Levine Separate Property Trust under which the Reporting Person is trustee and beneficiary. The Reporting Person is a party to a voting trust agreement with Hezy Shaked, an officer and director of the Issuer, granting

(1) Mr. Shaked, as trustee under such agreement, the right to vote the shares of Class A Common Stock and Class B Common Stock held by the Reporting Person (collectively, the "Shares"). Mr. Shaked does not have any pecuniary interest in such Shares and thus disclaims beneficial ownership of such Shares.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.50 to \$11.77, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.45 to \$11.58, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

Represents shares of Class A Common Stock held by trusts of which the Reporting Person is trustee and an immediate family member is the beneficiary. The Reporting Person disclaims beneficial ownership of such shares except to the extent of her pecuniary interest therein, if any.

The sales reported in this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the trust, of which the Reporting Person is trustee and an immediate family member is the beneficiary, on June 8, 2017 in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.42 to \$11.57, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$11.40 to \$11.79, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(8) Class B Common Stock has no expiration date and, subject to certain events, is automatically convertible on a one-for-one basis into shares of Class A Common Stock.

(9) Represents shares of Class B Common Stock held by trusts of which the Reporting Person is trustee and an immediate family member is the beneficiary. The Reporting Person disclaims beneficial ownership of such shares except to the extent of her pecuniary interest therein, 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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