TILE SHOP HOLDINGS, INC.
Form 8-K
July 24, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 22, 2014

TILE SHOP HOLDINGS, INC.

(Exact name of Registrant as Specified in its Charter)

Delaware	**001-35629**	**45-5538095**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

14000 Carlson Parkway, Plymouth, Minnesota 55441
(Address of principal executive offices, including ZIP code)

(763) 852-2901
(Registrant's telephone number, including area code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its 2014 Annual Meeting of Stockholders on July 22, 2014. At the meeting:

1. Peter H. Kamin and Todd Krasnow were elected to the Company's Board of Directors as Class II directors to hold office until the 2017 Annual Meeting of Stockholders.

2. The appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014 was ratified.

3. The compensation of the Company's named executive officers (a "Say-on-Pay" vote) was approved, on a non-binding and advisory basis.

The voting results for each such matter were as follows:

1. Election of Directors:

			Broker Non-
Nominee	**For**	**Withheld**	**Votes**
Peter H. Kamin	36,692,862	2,190,786	6,297,112
Todd Krasnow	36,710,567	2,173,081	6,297,112

2. Ratification of selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014:

	Against		**Broker Non-Votes**
For		**Abstain**	
45,083,952	53,171	43,637	0

3. Approval, on a non-binding and advisory basis, of named executive officer compensation:

For	Against	Abstain	Broker Non-Votes
38,642,134	204,180	37,334	6,297,112

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: July 23, 2014

Name: Timothy C. Clayton

Title: Chief Financial Officer