

TILLY'S, INC.
Form SC 13D/A
January 11, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

TILLY S, INC.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

886885102

(CUSIP Number)

Michael L. Henry

Tilly s, Inc.

10 Whatney

Irvine, California 92618

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 14, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is subject of this Schedule 13D, and is filing this statement because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

- * The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.
- The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (the Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Name of Reporting Person:

Hezy Shaked

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)
3. SEC Use Only:

4. Source of Funds:

OO
5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization:

United States, Israel

7. Sole Voting Power:

Number of

Shares 13,801,552
8. Shared Voting Power:

Beneficially

Owned By 710,611
Each 9. Sole Dispositive Power:

Reporting

Person With: 9,498,405

10. Shared Dispositive Power:

710,611

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

14,512,163

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares:

13. Percent of Class Represented By Amount in Row (11):

50.7%

14. Type of Reporting Person:

IN

1. Name of Reporting Person:

Tilly Levine

2. Check the Appropriate Box if a Member of a Group (See Instructions):

3. SEC Use Only:
(a) (b)

4. Source of Funds:

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)
OO

6. Citizenship or Place of Organization:

United States, Israel

7. Sole Voting Power:

Number of

Shares 0

8. Shared Voting Power:

Beneficially

Owned By 818,772

9. Sole Dispositive Power:

Each

Reporting

Person With: 4,303,147

10. Shared Dispositive Power:

818,772

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

5,121,919

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares:

13. Percent of Class Represented By Amount in Row (11):

17.9%

14. Type of Reporting Person:

IN

1. Name of Reporting Person:

Tilly Levine, Trustee HS Annuity Trust dated August 6, 2010 Trust for Netta Shaked-Schroer

2. Check the Appropriate Box if a Member of a Group (See Instructions):

3. SEC Use Only:
(a) (b)

4. Source of Funds:

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)
OO

6. Citizenship or Place of Organization:

California

7. Sole Voting Power:

Number of

Shares 0

8. Shared Voting Power:

Beneficially

Owned By 409,386

9. Sole Dispositive Power:

Each

Reporting

Person With: 0

10. Shared Dispositive Power:

409,386

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

409,386

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares:

13. Percent of Class Represented By Amount in Row (11):

1.4%

14. Type of Reporting Person:

OO (Trust)

1. Name of Reporting Person:

Tilly Levine, Trustee HS Annuity Trust dated August 6, 2010 Trust for Amy Shaked-Diaz

2. Check the Appropriate Box if a Member of a Group (See Instructions):

3. SEC Use Only:
(a) (b)

4. Source of Funds:

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)
OO

6. Citizenship or Place of Organization:

California

7. Sole Voting Power:

Number of

Shares 0

8. Shared Voting Power:

Beneficially

Owned By 409,386

Each 9. Sole Dispositive Power:

Reporting

Person With: 0

10. Shared Dispositive Power:

409,386

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

409,386

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares:

13. Percent of Class Represented By Amount in Row (11):

1.4%

14. Type of Reporting Person:

OO (Trust)

1. Name of Reporting Person:

Reid Investments, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions):

3. SEC Use Only:
(a) (b)

4. Source of Funds:

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)
OO

6. Citizenship or Place of Organization:

Delaware

7. Sole Voting Power:

Number of

Shares 0

8. Shared Voting Power:

Beneficially

Owned By 710,611

9. Sole Dispositive Power:

Each

Reporting

Person With: 0

10. Shared Dispositive Power:

710,611

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

710,611

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares:

13. Percent of Class Represented By Amount in Row (11):

2.5%

14. Type of Reporting Person:

OO (Limited Liability Company)

Explanatory Note

This Amendment No. 2 to Schedule 13D (this Amendment No. 2) amends and supplements the Schedule 13D originally filed with the United States Securities and Exchange Commission (the SEC) on February 24, 2016 (the Original Statement and, together with all amendments thereto, this Statement), relating to the Class A common stock, par value \$0.001 per share (the Class A Common Stock), of Tilly's Inc., a Delaware corporation (the Issuer). Capitalized terms used herein without definition shall have the meaning set forth in the Statement.

Item 4. Purpose of Transaction

Item 4 of the Statement is hereby amended by inserting the following information immediately following the last paragraph under the subheading "10b5-1 Plans":

The Hezy Shaked Living Trust Established May 18, 1999, under which Mr. Shaked is the trustee and beneficiary with sole voting and dispositive power (the Hezy Shaked Living Trust) entered into a stock trading plan on September 30, 2016 in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934 (the Hezy Shaked 10b5-1 Plan), pursuant to which the Hezy Shaked Living Trust may sell a certain number of shares of the Issuer's Class A Common Stock (which would be converted at the time of sale, on a one-to-one basis, from Class B Common Stock held by the Hezy Shaked Living Trust) in specified amounts at market prices subject to specified limitations. The Hezy Shaked 10b5-1 Plan expires on the earlier of (1) November 7, 2017 or (2) the sale of all of the shares specified under the Hezy Shaked 10b5-1 Plan.

The description contained in this Statement of the Hezy Shaked 10b5-1 Plan is a summary only and is qualified in its entirety by the form of 10b5-1 plan that is filed as an exhibit to this Statement and is incorporated herein by this reference. See Item 7 "Material to be Filed as Exhibits."

Item 5. Interest in Securities of the Issuer

Item 5 of the Statement is amended and restated in its entirety by inserting the following information:

(a) and (b)

The following sets forth, as of the date of this Amendment No. 2, the aggregate number and percentage of shares of Class A Common Stock beneficially owned by each of the Reporting Persons, as well as the number of shares of Class A Common Stock as to which each Reporting Person has the sole power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition of as of the date hereof, based upon 12,802,330 shares of Class A Common Stock and 15,749,097 shares of Class B Common Stock outstanding as of November 25, 2016, as reported in the Issuer's most recent Quarterly Report on Form 10-Q filed on December 5, 2016. The information set forth below assumes the conversion of all shares of Class B Common Stock into Class A Common Stock on a one-for-one basis. Holders of Class B Common Stock are entitled to ten votes per share on all matters to be voted on by the Issuer's common stockholders.

Reporting Person	Amount beneficially owned	Percent of class	Sole power to vote or to	Shared power to	Sole power to dispose	Shared power to
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			direct the vote	vote or to direct the vote	or to direct the disposition of	dispose or to direct the disposition of
Hezy Shaked	14,512,163(1)	50.7%	13,801,552	710,611	9,498,405	710,611
Tilly Levine	5,121,919(2)	17.9%	0	818,772	4,303,147	818,772
Tilly Levine, Trustee HS Annuity Trust dated August 6, 2010 Trust for Netta Shaked-Schroer	409,386	1.4%	0	409,386	0	409,386
Tilly Levine, Trustee HS Annuity Trust dated August 6, 2010 Trust for Amy Shaked-Diaz	409,386	1.4%	0	409,386	0	409,386
Reid Investments, LLC	710,611	2.5%	0	710,611	0	710,611

- (1) Includes (a) 9,448,405 shares of Class B Common Stock held by The Hezy Shaked Living Trust, of which Mr. Shaked is the trustee and beneficiary with sole voting and dispositive power, (b) 4,303,147 shares of Class B Common Stock held by The Tilly Levine Separate Property Trust, of which Ms. Levine is the trustee and beneficiary, over which Mr. Shaked has sole voting power pursuant to a voting trust agreement with Ms. Levine, (c) 710,611 shares of Class A Common Stock held by the LLC, for which Mr. Shaked serves as sole manager with sole voting and investment control over the securities held thereby, and (d) 50,000 shares of Class A Common Stock underlying an option granted to Mr. Shaked, of which 25,000 shares vested and became exercisable on March 24, 2015 and 25,000 shares vested and became exercisable on March 24, 2016. See Item 6 of the Original Statement.
- (2) Includes (a) 4,303,147 shares of Class B Common Stock held by The Tilly Levine Separate Property Trust of which Ms. Levine is the sole trustee and beneficiary (the Levine Shares), and (b) 409,386 shares of Class B Common Stock held by each of Trust I and Trust II, of which Ms. Levine is trustee (818,772 shares in total). Pursuant to a voting trust agreement with Mr. Shaked, Ms. Levine has granted Mr. Shaked, as trustee under the agreement, the right to vote the Levine Shares. Ms. Levine retains dispositive power over and full economic interest in the Levine Shares. See Item 6 of the Original Statement.
- (c) From November 16, 2016, the date that the Amendment No. 1 this Statement (Amendment No. 1) was filed with the Commission, through January 5, 2016, the Reporting Persons disposed of (1) an aggregate of 355,000 shares of Class A Common Stock of the Issuer in a series of transactions at prices ranging from \$12.93 to \$15.25 per share in open market transactions on the New York Stock Exchange pursuant to the 10b5-1 Plans related to each respective Reporting Person, and (2) 10,000 shares of Class A Common Stock of the Issuer through a bona fide gift by Tilly Levine. Details by date, listing the number of shares of Class A Common Stock disposed of and the weighted average price per share are provided below. The Reporting Persons undertake to provide, upon request by the staff of the SEC, the Issuer, or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for each transaction.

Reporting Person	Date	Shares Disposed Of	Weighted Average Price per Share
Tilly Levine	December 7, 2016	57,300	\$ 14.1505
Tilly Levine	December 8, 2016	129,402	\$ 14.3256
Tilly Levine	December 8, 2016	800	\$ 15.0138
Tilly Levine	December 8, 2016	10,000	\$ 0
Tilly Levine	December 9, 2016	62,498	\$ 14.7077
Hezy Shaked	December 12, 2016	10,000	\$ 15.0318
Hezy Shaked	December 13, 2016	10,000	\$ 14.7163
The LLC	December 14, 2016	15,000	\$ 14.4547
Trust I	December 16, 2016	5,000	\$ 13.9983
Trust II	December 16, 2016	5,000	\$ 13.9983

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Tilly Levine	December 20, 2016	15,000	\$	13.8303
Tilly Levine	December 21, 2016	15,000	\$	13.4384
Tilly Levine	January 4, 2016	15,000	\$	13.7861
Tilly Levine	January 5, 2016	15,000	\$	13.0442

Except for the transactions disclosed in this Item 5(c), none of the Reporting Persons has effected any transactions in the securities of the Issuer since the filing date of Amendment No. 1.

(d) None.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits.

Exhibit Number	Description
1	Tilly Levine Voting Trust Agreement, dated June 30, 2011, by and between Hezy Shaked and Tilly Levine (incorporated by reference to Exhibit 1 of the Schedule 13D filed by the Reporting Persons with the Commission on February 24, 2016).
2	First Amendment to the Tilly Levine Voting Trust Agreement, dated December 4, 2012, by and between Hezy Shaked and Tilly Levine (incorporated by reference to Exhibit 2 of the Schedule 13D filed by the Reporting Persons with the Commission on February 24, 2016).
3	Form of 10b5-1 Plan (incorporated by reference to Exhibit 3 of the Schedule 13D filed by the Reporting Persons with the Commission on February 24, 2016).
4	Joint Filing Agreement (incorporated by reference to Exhibit 4 of Amendment No. 1 to the Schedule 13D filed by the Reporting Persons with the Commission on November 22, 2016).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 11, 2016

/s/ Hezy Shaked
Hezy Shaked

/s/ Tilly Levine
Tilly Levine

**Tilly Levine, Trustee HS Annuity Trust
dated**

**August 6, 2010 Trust for Netta
Shaked-Schroer**

/s/ Tilly Levine
Tilly Levine

Trustee

**Tilly Levine, Trustee HS Annuity Trust
dated**

August 6, 2010 Trust for Amy Shaked-Diaz

/s/ Tilly Levine
Tilly Levine

Trustee

Reid Investments, LLC

a Delaware limited liability company

/s/ Hezy Shaked
Hezy Shaked

Manager