

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-06-10** | Period of Report: **2013-06-06**
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ISSUER

TILLY'S, INC.

CIK: [1524025](#) | IRS No.: [452164791](#) | State of Incorporation: **DE** | Fiscal Year End: **0131**
SIC: **5600** Apparel & accessory stores

Mailing Address
*10 WHATNEY
IRVINE CA 92618*

Business Address
*10 WHATNEY
IRVINE CA 92618
(949) 609-5599*

REPORTING OWNER

HS ANNUITY TRUST

CIK: [1548785](#)
Type: **4** | Act: **34** | File No.: [001-35535](#) | Film No.: [13904778](#)

Mailing Address
*C/O TILLY'S, INC.
10 WHATNEY
IRVINE CA 92618*

Business Address
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FORM 4

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

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person HS ANNUITY TRUST			2. Issuer Name and Ticker or Trading Symbol TILLY'S, INC. [TLYS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/06/2013					
C/O TILLY'S, INC., 10 WHATNEY			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) 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)
			Code	V	Amount	(A) or (D)	Price			
CLASS A COMMON STOCK	06/06/2013		C		547	A	\$ 0	547	D	
CLASS A COMMON STOCK	06/06/2013		S		547	D	\$16.25	0	D	
CLASS A COMMON STOCK	06/07/2013		C		18,545	A	\$ 0	18,545	D	
CLASS A COMMON STOCK	06/07/2013		S		18,545	D	\$16.2621 ⁽¹⁾	0	D	
CLASS A COMMON STOCK	06/10/2013		C		13,342	A	\$ 0	13,342	D	
CLASS A COMMON STOCK	06/10/2013		S		13,342	D	\$16.2508 ⁽⁴⁾	0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
CLASS B COMMON STOCK	⁽²⁾	06/06/2013		C		547 ⁽³⁾		⁽²⁾	⁽²⁾	CLASS A COMMON STOCK	547	\$ 0	1,761,937	D	

CLASS B COMMON STOCK	(2)	06/07/2013		<u>C</u>		18,545 (2)	(2)	(2)	CLASS A COMMON STOCK	18,545	\$ 0	1,743,392	D	
CLASS B COMMON STOCK	(2)	06/10/2013		<u>C</u>		13,342 (2)	(2)	(2)	CLASS A COMMON STOCK	13,342	\$ 0	1,730,050	D	

Explanation of Responses:

1. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$16.25 to \$16.35, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder, or the staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
2. 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.
3. The shares of Class B Common Stock reported on this line item converted into shares of the Issuer's Class A Common Stock on a one-for-one basis upon the election of the Reporting Person.
4. The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$16.25 to \$16.30, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder, or the staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

Signatures

/s/ Christopher M. Lal, Attorney-in-Fact for Netta Schroer and Amy Shaked, Co-Trustees of the HS Annuity Trust

** Signature of Reporting Person

06/10/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.