

TILLY'S, INC.
Form 3
May 03, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â TL ANNUITY TRUST | | (Month/Day/Year) | TILLY'S, INC. [TLYS] | |
| (Last) | (First) | (Middle) | 05/03/2012 | |
| C/O TILLY'S, INC.,Â 10 | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| WHATNEY | | (Check all applicable) | | |
| (Street) | | ___ Director ___X_ 10% Owner | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| IRVINE,Â CAÂ 92618 | | ___ Officer ___ Other | | _X_ Form filed by One Reporting Person |
| (City) | (State) | (Zip) | (give title below) (specify below) | |
| | | | | ___ Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|--|--|---|--|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|----------------------|-------|-------|----------------------|-----------|--------|---|---|
| CLASS B COMMON STOCK | Â (1) | Â (1) | CLASS A COMMON STOCK | 2,000,000 | \$ (1) | D | Â |
|----------------------|-------|-------|----------------------|-----------|--------|---|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TL ANNUITY TRUST C/O TILLY'S, INC. 10 WHATNEY IRVINE, CA 92618 | Â | Â X | Â | Â |

Signatures

/s/ PATRICK GROSSO, ATTORNEY-IN-FACT FOR NETTA SCHROER AND AMY SHAKED, CO-TRUSTEES OF THE TL ANNUITY TRUST

05/03/2012

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Reflects ownership of Class B Common Stock held by the Reporting Person on the effective date of the Issuer's Registration Statement on

(1) Form S-1 (Registration No. 333-175299). 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.

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Remarks:

EXHIBIT LIST:

EXHIBIT 24.1 - POWER OF ATTORNEY FOR NETTA SCHROER

EXHIBIT 24.2 - POWER OF ATTORNEY FOR AMY SHAKED

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.