FORM 4

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

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB Number:	3235-0287
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hours per response	0.5

OMB APPROVAL

1. Name and Address of Reporting Person [*] LANGSDORF WILLIAM			2. Issuer Name and Ticker or Trading Symbol TILLY'S, INC. [TLYS]	5. Relationship of Reporting Person(s) to Issuer				
(Last) C/O TILLY'	(First) S, INC., 10 W⊦	(Middle) IATNEY	3. Date of Earliest Transaction (Month/Day/Year) 05/04/2012	(Check all applicable) Director 10% Owner X Officer (give title below) (specify below)				
(Street) IRVINE	СА	92618	4. If Amendment, Date of Original Filed	SVP & CHIEF FINANCIAL OFCR 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	(Month/Day/Year)					

	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	· · · ·	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Beneficially Owned	Form: Direct (D)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount (A) or (D) Price			or Indirect (I) (Instr. 4)	(Instr. 4)			

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

(0.3., Parts, Carro, CP rons, Corror and Cocarros)															
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. Transac Code (Instr. 8		^{of} Derivative		and Expiration Date (Month/Day/Year)		 7. Title and Amount of Underlying Securities (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	Title	Amount or Number of Shares				
STOCK OPTION (RIGHT TO BUY)	\$ 15.5	05/04/2012		A		100,000		(1)	05/04/2022	CLASS A COMMON STOCK	100,000	\$0	100,000	D	

Explanation of Responses:

1. The option vests in four equal annual installments on each of the succeeding four anniversaries of the grant date, subject to continued service with the Company.

<u>/s/ PATRICK GROSSO,</u> ATTORNEY-IN-FACT FOR 05/04/2012 WILLIAM LANGSDORF ** Signature of Reporting

Person 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.