

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)

TILLYS INC

(Name of Issuer)

CL A

(Title of Class of Securities)

886885102

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

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 the disclosures provided in a prior cover page.

The information required in 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 ('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).

CUSIP No. 886885102

Person 1

1. (a) Names of Reporting Persons.
Wells Fargo & Company
(b) Tax ID
41-0449260
-

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

3. SEC Use Only

4. Citizenship or Place of Organization Delaware

5. Sole Voting Power 0

Number of Shares Beneficially Owned by Each Reporting Person With

6. Shared Voting Power 219,238

7. Sole Dispositive Power 0

8. Shared Dispositive Power 676,923

9. Aggregate Amount Beneficially Owned by Each Reporting Person 676,923

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 5.95 %

12. Type of Reporting Person (See Instructions)

HC

Item 1.

- (a) Name of Issuer
TILLYS INC
- (b) Address of Issuer's Principal Executive Offices
10 WHATNEY, Irvine, CA 92618

Item 2.

- (a) Name of Person Filing
Wells Fargo & Company
- (b) Address of Principal Business Office or, if none, Residence
420 Montgomery Street, San Francisco, CA 94104
- (c) Citizenship
Delaware
- (d) Title of Class of Securities
CL A
- (e) CUSIP Number
886885102

Item 3. If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78c)
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S.institution in accordance with 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S.institution in accordance with 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 676,923
- (b) Percent of class: 5.95%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 0
 - (ii) Shared power to vote or to direct the vote 219,238
 - (iii) Sole power to dispose or to direct the disposition of 0
 - (iv) Shared power to dispose or to direct the disposition of 676,923

Person 2

- 1. (a) Names of Reporting Persons.
Wells Capital Management Incorporated
 - (b) Tax ID
95-3692822
-

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

- 3. SEC Use Only
-

4. Citizenship or Place of Organization California

	5. Sole Voting Power 0
Number of Shares Beneficially Owned by Each Reporting Person With	6. Shared Voting Power 219,238
	7. Sole Dispositive Power 0
	8. Shared Dispositive Power 676,323

9. Aggregate Amount Beneficially Owned by Each Reporting Person 676,323

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 5.95 %

12. Type of Reporting Person (See Instructions)

IA

Item 1.

- (a) Name of Issuer
TILLYS INC
- (b) Address of Issuer's Principal Executive Offices
10 WHATNEY, Irvine, CA 92618

Item 2.

- (a) Name of Person Filing
Wells Capital Management Incorporated
- (b) Address of Principal Business Office or, if none, Residence
525 Market St, 10th Floor, San Francisco, CA 94105
- (c) Citizenship
California
- (d) Title of Class of Securities
CL A
- (e) CUSIP Number
886885102

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- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
]
- (f) An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S.institution in accordance with 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S.institution in accordance with 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 676,323
- (b) Percent of class: 5.95%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote 0
 - (ii) Shared power to vote or to direct the vote 219,238
 - (iii) Sole power to dispose or to direct the disposition of 0
 - (iv) Shared power to dispose or to direct the disposition of 676,323

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.[].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

See Exhibit B

Item 8. Identification and Classification of Members of the Group

Not applicable.

By: /s/ Mai S. Shiver
Mai S. Shiver, Senior Vice President

By: /s/ Nobuko Nagata
Nobuko Nagata, Vice President

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal
violations
(See 18 U.S.C. 1001)**