

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>TL ANNUITY TRUST</u>  (Last) (First) (Middle) <u>C/O TILLY'S, INC.</u> <u>10 WHATNEY</u>  (Street) <u>IRVINE CA 92618</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>TILLY'S, INC. [ TLYS ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>03/24/2014</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**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	03/24/2014		C		8,536	A	\$0	8,536	D	
CLASS A COMMON STOCK	03/24/2014		S		8,536	D	\$12.3687 <sup>(1)</sup>	0	D	
CLASS A COMMON STOCK	03/25/2014		C		25,216	A	\$0	25,216	D	
CLASS A COMMON STOCK	03/25/2014		S		25,216	D	\$12.0902 <sup>(4)</sup>	0	D	
CLASS A COMMON STOCK	03/26/2014		C		298	A	\$0	298	D	
CLASS A COMMON STOCK	03/26/2014		S		298	D	\$12.068 <sup>(5)</sup>	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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
CLASS B COMMON STOCK	(2)	03/24/2014		C		8,536 <sup>(3)</sup>		(2)	(2)	CLASS A COMMON STOCK	\$0	1,692,692	D	
CLASS B COMMON STOCK	(2)	03/25/2014		C		25,216 <sup>(3)</sup>		(2)	(2)	CLASS A COMMON STOCK	\$0	1,667,476	D	
CLASS B COMMON STOCK	(2)	03/26/2014		C		298 <sup>(3)</sup>		(2)	(2)	CLASS A COMMON STOCK	\$0	1,667,178	D	

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$12.25 to \$12.52, 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.
- 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.
- The shares 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.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$12.05 to \$12.38, 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.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$12.00 to \$12.09, 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.

s/ Christopher M. Lal,  
Attorney-in-Fact for Netta  
Schroer and Amy Shaked, Co- 03/26/2014  
Trustees of the TL Annuity  
Trust

\*\* 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.**