
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 17)*

TILLY'S, INC.

(Name of Issuer)

Class A Common Stock, \$0.001 par value per share

(Title of Class of Securities)

886885102

(CUSIP Number)

Benjamin C. Cable, COO
Fund 1 Investments, LLC, 100 Carr 115, Unit 1900
Rincon, PR, 00677
804-363-4458

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

10/03/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on 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).

SCHEDULE 13D

CUSIP No. 886885102

Name of reporting person

1

Fund 1 Investments, LLC

2

Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only
Source of funds (See Instructions)

4 AF
5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

Citizenship or place of organization

6 DELAWARE

Sole Voting Power

7

8,058,268.00

Number of Shares Beneficially

Shared Voting Power

8

Owned by

0.00

Each Reporting Person

Sole Dispositive Power

9

8,058,268.00

With: Shared Dispositive Power

10

0.00

Aggregate amount beneficially owned by each reporting person

11 8,058,268.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

Percent of class represented by amount in Row (11)

13 34.8 %

14 Type of Reporting Person (See Instructions)

HC, OO

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a) Class A Common Stock, \$0.001 par value per share

Name of Issuer:

(b) TILLY'S, INC.

Address of Issuer's Principal Executive Offices:

(c) 10 WHATNEY, IRVINE, CALIFORNIA , 92618.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby amended and restated to read as follows: The shares of Class A Common Stock, \$0.001 par value per share, of the Issuer (the "Shares") beneficially owned by the Reporting Person were purchased with working capital of the Funds (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business). The aggregate purchase price of the 8,058,268 Shares beneficially owned by the Reporting Person is approximately \$66,541,551, including brokerage commissions.

Item 5. Interest in Securities of the Issuer

(a) Item 5(a) is hereby amended and restated to read as follows: The aggregate percentage of Shares reported beneficially owned by the Reporting Person is based on 23,167,562 Shares outstanding as of September 2, 2025, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and

Exchange Commission on September 4, 2025. As of the date hereof, the Reporting Person beneficially owned 8,058,268 Shares, constituting approximately 34.8% of the outstanding Shares.

- (c) Item 5(c) is hereby amended and restated to read as follows: On October 3, 2025, the Reporting Person distributed 116,611 Shares to certain unaffiliated limited partners on a pro rata basis for no consideration. Other than this distribution, the Reporting Person has not entered into any transactions in the Shares during the past sixty days.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Fund 1 Investments, LLC

Signature: /s/ Benjamin C. Cable

Name/Title: Benjamin C. Cable, Chief Operating Officer

Date: 10/08/2025