

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Tilly's, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

45-2164791

(I.R.S. Employer
Identification Number)

10 Whatney

Irvine, California 92618

(Address of Principal Executive Offices including Zip Code)

Tilly's, Inc. Amended and Restated 2012 Equity and Incentive Award Plan
(Full Title of the Plan)

Edmond Thomas

President and Chief Executive Officer

Tilly's, Inc.

10 Whatney

Irvine, California 92618

(949) 609-5599

(Name and Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copy to:

Cary K. Hyden

Latham & Watkins LLP

650 Town Center Drive, 20th Floor

Costa Mesa, California 92626-1925

(714) 540-1235

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Class A Common Stock, par value \$0.001 per share	2,200,000	\$5.42	\$11,924,000.00	\$1,547.74

- (1) The Tilly's, Inc. Second Amended and Restated 2012 Equity and Incentive Award Plan (the "Plan") authorizes the issuance of 6,613,900 shares of the registrant's Class A common stock, par value \$0.001 (the "Common Stock"), of which 2,200,000 shares of Common Stock are being registered hereunder, 1,500,000 shares of Common Stock have been registered previously on a Form S-8 filed on September 10, 2014 (File No. 333-198676), and 2,913,900 shares of Common Stock have been registered previously on a Form S-8 filed on May 4, 2012 (File No. 333-181148). In accordance with Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this registration statement will also cover any additional shares of Common Stock which become issuable under the Plan by reason of any future stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of our outstanding shares of Common Stock.
- (2) Estimated solely for the purposes of calculating the registration fee under Rule 457(h) and (c) under the Securities Act, and is based on the average of the high and low sales price (\$5.42) of the Common Stock, as reported on the New York Stock Exchange on July 6, 2020, for the 2,200,000 additional shares of Common Stock issuable under the Plan.

Proposed issuances to take place as soon after the effective date of the Registration Statement as practicable.

INTRODUCTION

On June 10, 2020, the registrant's stockholders approved the Tilly's, Inc. Second Amended and Restated 2012 Equity and Incentive Award Plan (the "Plan"), which among other things, increased the number of authorized shares of the registrant's Class A common stock, par value \$0.001 per share (the "Common Stock"), that may become issuable under the Plan by 2,200,000 shares. The registrant is filing this registration statement (this "Registration Statement") on Form S-8 to register such additional shares.

The Plan currently authorizes the issuance of 6,613,900 shares of Common Stock, of which 1,500,000 shares of Common Stock were registered previously on a Form S-8 filed with the Securities and Exchange Commission (the "Commission") on September 10, 2014 (File No. 333-198676), and 2,913,900 shares of Common Stock were registered previously on a Form S-8 filed with the Commission on May 4, 2012 (File No. 333-181148) (the "Prior Registration Statements"). In accordance with General Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference to the extent not modified or superseded hereby or by any subsequently filed document that is incorporated by reference in this Registration Statement or in the Prior Registration Statements.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 will be sent or given to participants in accordance with Rule 428(b)(1) under the Securities Act. In accordance with the rules and regulations of the Commission and the instructions to Form S-8, such documents are not being filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. Such documents and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Commission allows us to "incorporate by reference" the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this registration statement, and later information filed with the Commission will update and supersede this information. We hereby incorporate by reference into this registration statement the following documents previously filed with the Commission:

- (a) Our Annual Report on Form 10-K for the fiscal year ended February 1, 2020, filed with the Commission on April 1, 2020; and
- (b) Our Quarterly Report on Form 10-Q for the quarter ended May 2, 2020, filed with the Commission on June 15, 2020;
- (c) Our Current Reports on Form 8-K filed with the Commission on February 24, 2020, and June 11, 2020, in each case solely to the extent filed and not furnished;
- (d) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), subsequent to the end of the fiscal year covered by the form referred to in (a) above; and
- (e) The description of our common stock set forth in Exhibit 4.2 to our Annual Report on Form 10-K for the fiscal year ended February 1, 2020, filed with the Commission on April 1, 2020, and any amendment or report filed with the Commission for the purpose of updating the description.

In addition, all documents filed by us with the Commission pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this registration statement and to be a part hereof from the date of filing such documents, except as to specific sections of such statements as set forth therein. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement contained herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained in any subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Under no circumstances shall any information furnished under Item 2.02 or 7.01 of Form 8-K be deemed incorporated herein by reference unless such Form 8-K expressly provides to the contrary.

Item 8. Exhibits

EXHIBIT

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|-------|--|
| 4.1 | <u>Amended and Restated Certificate of Incorporation of Tilly's, Inc. (incorporated by reference to Exhibit 3.1 to Amendment No. 2 to the Registrant's Registration Statement on Form S-1 (File No. 333-175299) filed on September 7, 2011).</u> |
| 4.2 | <u>Second Amended and Restated Bylaws of Tilly's, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on November 20, 2013).</u> |
| 4.3 | <u>Form of Class A Common Stock Certificate (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on June 11, 2020).</u> |
| 5.1* | <u>Opinion of Latham & Watkins LLP.</u> |
| 23.1* | <u>Consent of BDO USA, LLP, Independent Registered Public Accounting Firm.</u> |
| 23.2* | Consent of Latham & Watkins LLP (contained in Exhibit 5.1). |
| 24.1* | Power of Attorney (included in the signature page to this registration statement). |
| 99.1 | <u>Tilly's Inc. Second Amended and Restated 2012 Equity and Incentive Award Plan (incorporated by reference to Appendix A of the Registrant's Definitive Proxy Statement filed on April 14, 2020).</u> |

* Filed herewith.

SIGNATURES

In accordance with the requirements of the Securities Act of 1933, Tilly's, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused and authorized the officers whose signatures appear below to sign this registration statement on its behalf, in the City of Irvine, State of California on July 8, 2020.

TILLY'S, INC.

By: /s/ Michael Henry

Michael Henry
Executive Vice President, Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby authorizes and appoints Edmond Thomas and Michael Henry as attorneys-in-fact and agents, each acting alone, with full powers of substitution to sign on his behalf, individually and in the capacities stated below, and to file any and all amendments, including post-effective amendments, to this registration statement and other documents in connection with the registration statement, with the Commission, granting to those attorneys-in-fact and agents full power and authority to perform any other act on behalf of the undersigned required to be done.

In accordance with the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated as of July 8, 2020.

<u>Signature</u>	<u>Title</u>
<u>/s/Edmond Thomas</u> Edmond Thomas	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Michael Henry</u> Michael Henry	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ Hezy Shaked</u> Hezy Shaked	Executive Chairman of the Board and Chief Strategy Officer
<u>/s/ Doug Collier</u> Doug Collier	Director
<u>/s/ Seth Johnson</u> Seth Johnson	Director
<u>/s/ Janet Kerr</u> Janet Kerr	Director
<u>/s/ Bernard Zeichner</u> Bernard Zeichner	Director

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File No. 045808-0001

July 8, 2020

Tilly's, Inc.
10 Whatney
Irvine, CA 92618

Re: Registration Statement on Form S-8: 2,200,000 shares of Class A Common Stock, par value \$0.001 per share

Ladies and Gentlemen:

We have acted as special counsel to Tilly's, Inc., a Delaware corporation (the "Company"), in connection with the registration by the Company of 2,200,000 shares of Class A common stock of the Company, par value \$0.001 per share (the "Shares"), issuable under the Company's Second Amended and Restated 2012 Equity and Incentive Award Plan (the "Plan"). The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the "Act"), filed with the Securities and Exchange Commission (the "Commission") on July 8, 2020 (the "Registration Statement"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the related prospectus, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the "DGCL"), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the Plan's participants, and have been issued by the Company for legal consideration in the circumstances contemplated by the Plan, assuming in each case that the individual issuances, grants or awards under the Plan are duly authorized by all necessary corporate action of the Company and duly issued, granted or awarded and exercised in accordance with the requirements of law and the Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

Consent of Independent Registered Public Accounting Firm

Tilly's, Inc.
Irvine, California

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 31, 2020, relating to the consolidated financial statements of Tilly's, Inc. (the "Company") and the effectiveness of the Company's internal control over financial reporting, appearing in the Company's Annual Report on Form 10-K for the period ended February 1, 2020.

/s/ BDO USA, LLP
Costa Mesa, California

July 8, 2020

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

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