

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**TILLY'S INC.**

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

886885102

(CUSIP Number)

Long Focus Capital Management LLC

207 Calle Del Parque

A&M Tower, 8th Floor

San Juan, PR 00912

(787) 333-0240

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

December 31, 2023

(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 disclosures provided in a prior cover page.

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).

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
<b>LONG FOCUS CAPITAL MANAGEMENT, LLC</b> 46-2772035	
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3. SEC USE ONLY	
4. CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE, USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER  0
	6. SHARED VOTING POWER  1,831,931
	7. SOLE DISPOSITIVE POWER  0
	8. SHARED DISPOSITIVE POWER  1,831,931
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,831,931 shares	
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>	
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  8.1%	
12. TYPE OF REPORTING PERSON (see instructions)  IA	

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1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	<b>LONG FOCUS CAPITAL MASTER, LTD.</b> 46-3004723
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC USE ONLY
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  CAYMAN ISLANDS
	5. SOLE VOTING POWER  0
NUMBER OF SHARES	6. SHARED VOTING POWER  982,996
BENEFICIALLY OWNED BY EACH	7. SOLE DISPOSITIVE POWER  0
REPORTING PERSON WITH	8. SHARED DISPOSITIVE POWER  982,996
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  982,996 shares
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  4.3%
12.	TYPE OF REPORTING PERSON (see instructions)  FI

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1.	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	<b>CONDAGUA, LLC</b> 47-3021161
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3.	SEC USE ONLY
4.	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE, USA
	5. SOLE VOTING POWER
	0
NUMBER OF SHARES	6. SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH	848,935
REPORTING PERSON WITH	7. SOLE DISPOSITIVE POWER
	0
	8. SHARED DISPOSITIVE POWER
	848,935
9.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  848,935 shares
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) <input type="checkbox"/>
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  3.7%
12.	TYPE OF REPORTING PERSON (see instructions)  OO

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

**JOHN B. HELMERS**

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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

USA

- 
5. SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

- 
6. SHARED VOTING POWER

1,831,931

- 
7. SOLE DISPOSITIVE POWER

0

- 
8. SHARED DISPOSITIVE POWER

1,831,931

- 
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,831,931 shares

- 
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(see instructions)

- 
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.1%

- 
12. TYPE OF REPORTING PERSON (see instructions)

IN

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

**A. GLENN HELMERS**

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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

USA

- 
5. SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

- 
6. SHARED VOTING POWER

848,935

- 
7. SOLE DISPOSITIVE POWER

0

- 
8. SHARED DISPOSITIVE POWER

848,935

- 
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

848,935 shares

- 
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
(see instructions)

- 
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.7%

- 
12. TYPE OF REPORTING PERSON (see instructions)

IN

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**Item 1.**

- (a) Name of Issuer  
TILLY'S INC.
- (b) Address of Issuer's Principal Executive Offices  
10 Whatney  
Irvine, CA, 92618

**Item 2.**

- (a) Name of Person Filing  
LONG FOCUS CAPITAL MANAGEMENT, LLC  
LONG FOCUS CAPITAL MASTER, LTD.  
CONDAGUA, LLC  
JOHN B. HELMERS  
A. GLENN HELMERS
  - (b) Address of the Principal Office or, if none, residence  
207 CALLE DEL PARQUE  
A&M TOWER, 8TH FLOOR  
SAN JUAN, PR 00912
  - (c) Citizenship  
Long Focus Capital Management, LLC, a Delaware single member limited liability company;  
Long Focus Capital Master, LTD., a Cayman Islands limited company;  
Condagua, LLC, a Delaware single member limited liability company;  
John B. Helmers, a United States citizen; and  
A. Glenn Helmers, a United States citizen.
  - (d) Title of Class of Securities  
CLASS A COMMON STOCK
  - (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. 78o).
- (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)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**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.

The information required by Items 4(a) - (c) is set forth in Rows (5) - (11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each Reporting Person. Such information is as of the close of business on December 31, 2023.

Long Focus Capital Management, LLC, John B. Helmers, and A. Glenn Helmers directly own no shares of Class A Common Stock. A. Glenn Helmers controls Condagua, LLC. Pursuant to an investment management agreement, Long Focus Capital Management, LLC maintains investment and voting power with respect to the shares of Class A Common Stock held by Long Focus Capital Master, Ltd. John B. Helmers controls Long Focus Capital Management, LLC, and maintains investment and voting power with respect to the shares of Class A Common Stock held by Condagua, LLC.

*Instruction.* For computations regarding securities which represent a right to acquire an underlying security *see* §240.13d-3(d)(1).

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**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 .

*Instruction.* Dissolution of a group requires a response to this item.

*NOT APPLICABLE*

**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.**

*NOT APPLICABLE*

**Item 8. Identification and Classification of Members of the Group.**

*NOT APPLICABLE*

**Item 9. Notice of Dissolution of Group.**

*NOT APPLICABLE*

**Item 10. Certification.**

- (a) The following certification shall be included if the statement is filed pursuant to §240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

- (b) The following certification shall be included if the statement is filed pursuant to §240.13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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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.

Date: February 14, 2024

**LONG FOCUS CAPITAL MANAGEMENT, LLC**

/s/ John B. Helmers

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John B. Helmers/Managing Member

**LONG FOCUS CAPITAL MASTER, LTD.**

BY: LONG FOCUS CAPITAL MANAGEMENT, LLC  
ITS: INVESTMENT ADVISER

/s/ John B. Helmers

\_\_\_\_\_  
John B. Helmers/Managing Member

**CONDAGUA, LLC**

/s/ A. Glenn Helmers

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A. Glenn Helmers/Managing Member

**JOHN B. HELMERS**

/s/ John B. Helmers

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John B. Helmers

**A. GLENN HELMERS**

/s/ A. Glenn Helmers

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A. Glenn Helmers

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JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, each of the undersigned acknowledges and agrees that the foregoing statement on this Schedule 13G is filed on behalf of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of the undersigned without the necessity of filing additional joint acquisition statements. Each of the undersigned acknowledges that it shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of February 14, 2024.

**LONG FOCUS CAPITAL MANAGEMENT, LLC**

/s/ John B. Helmers

John B. Helmers/Managing Member

**LONG FOCUS CAPITAL MASTER, LTD.**

BY: LONG FOCUS CAPITAL MANAGEMENT, LLC

ITS: INVESTMENT ADVISER

/s/ John B. Helmers

John B. Helmers/Managing Member

**CONDAGUA, LLC**

/s/ A. Glenn Helmers

A. Glenn Helmers/Managing Member

**JOHN B. HELMERS**

/s/ John B. Helmers

John B. Helmers

**A. GLENN HELMERS**

/s/ A. Glenn Helmers

A. Glenn Helmers

