
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 14)*

TILLY'S, INC.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

886885102

(CUSIP Number)

Barry N. Hurwitz
c/o Morgan, Lewis & Bockius LLP, One Federal Street
Boston, MA, 02110-1726
617-341-7700

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

02/14/2025

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

5
Citizenship or place of organization

6 DELAWARE

Sole Voting Power

7

0.00

Number of Shares Beneficially

Shared Voting Power

Owned by Each Reporting Person

8

8,174,879.00

Sole Dispositive Power

9

0.00

With: Shared Dispositive Power

10

8,174,879.00

Aggregate amount beneficially owned by each reporting person

11 8,174,879.00

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

12
Percent of class represented by amount in Row (11)

13 35.8 %

Type of Reporting Person (See Instructions)

14 OO

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a) Class A Common Stock

Name of Issuer:

(b) TILLY'S, INC.

Address of Issuer's Principal Executive Offices:

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

Item 1 Comment: This Amendment No. 13 to Schedule 13D (this "Amendment"), which is being filed voluntarily, relates to Class A Common Stock of Tilly's, Inc., a Delaware corporation (the "Issuer" or the "Company"). The address of the principal executive offices of the Issuer is 10 Whatney, Irvine, California 92618. This Amendment is being filed by the Reporting Person to amend the Schedule 13D that was filed on March 15, 2023, as amended on April 4, 2023, April 28, 2023, June 2, 2023, June 6, 2023, December 4, 2023, January 11, 2024, February 2, 2024, March 4, 2024, March 19, 2024, July 3, 2024, January 2, 2025, January 14, 2025 and February 3, 2025 (as amended, the "Schedule 13D"). Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meaning as in the Schedule 13D. This amendment is being filed to amend and supplement Items 5(a) through 5(c) and Item 6 of the Schedule 13D.

Item 5. Interest in Securities of the Issuer

(a) Item 5(a) is hereby amended and restated as follows: See Items 7-13 of the cover page.

- (b) Item 5(b) is hereby amended and restated as follows: See Items 7-13 of the cover page.
- (c) Item 5(c) is hereby amended and restated as follows: The Reporting Persons did not effect any transactions in shares of the Company's Class A Common Stock during the sixty day period prior to this filing. The percentage calculations herein are based upon the statement in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended November 2, 2024, as filed with the Securities and Exchange Commission on December 6, 2024, that there were 22,845,799 shares of Class A Common Stock of the Issuer outstanding as of December 4, 2024.
- Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer
- Item 6 is hereby amended and restated as follows: Between February 5 and 18, 2025, the Reporting Person entered into certain cash-settled swap agreements with an unaffiliated third-party financial institution (the "Cash-Settled Swaps"). Collectively, such Cash-Settled Swaps held by the Reporting Person represent economic exposure to an aggregate of 253,000 notional shares of Class A Common Stock, representing approximately 1.1% of the outstanding shares of Class A Common Stock of the Issuer. Such Cash-Settled Swaps, together with Cash-Settled Swaps previously entered into by the Reporting Person, represent economic exposure to an aggregate of 1,364,349 notional shares of Class A Common Stock, representing approximately 6.0% of the outstanding shares of Class A Common Stock of the Issuer. The Cash-Settled Swaps provide the Reporting Person with economic results that are comparable to the economic results of ownership, but do not provide it with the power to vote or direct the voting, or dispose of or direct the disposition, of the shares that are subject to the Cash-Settled Swaps. Other than as described herein, there are no contracts, arrangements, understandings or relationships between the Reporting Person and any other person, with respect to the securities of the Issuer.

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: 02/18/2025