

TILLY'S, INC.  
Form 8-K  
June 10, 2016

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

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FORM 8-K

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CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
June 8, 2016  
Date of Report (Date of Earliest Event Reported)

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TILLY'S, INC.  
(Exact Name of Registrant as Specified in its Charter)

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Delaware                      1-35535                      45-2164791  
(State of Incorporation) (Commission File Number) (IRS Employer  
Identification Number)  
10 Whatney  
Irvine, California 92618  
(Address of Principal Executive Offices) (Zip Code)  
(949) 609-5599  
(Registrant's Telephone Number, Including Area Code)  
N/A  
(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

At the 2016 annual meeting of stockholders (the "Annual Meeting"), the Company's stockholders voted on two proposals, as described below. Each of the proposals was described in detail in the Proxy Statement. The vote totals noted below are final voting results from the Annual Meeting.

Proposal 1

The Company's stockholders elected the following six directors for a term of office expiring at the Company's 2017 annual meeting of stockholders and until their successors are duly elected and qualified. There were no abstentions for Proposal 1.

| Name             | Votes For   | Votes Withheld | Broker Non-Votes |
|------------------|-------------|----------------|------------------|
| Hezy Shaked      | 166,928,344 | 1,807,828      | 1,751,573        |
| Edmond Thomas    | 167,259,667 | 1,476,505      | 1,751,573        |
| Doug Collier     | 167,261,217 | 1,474,955      | 1,751,573        |
| Seth Johnson     | 167,261,217 | 1,474,955      | 1,751,573        |
| Janet Kerr       | 166,776,796 | 1,959,376      | 1,751,573        |
| Bernard Zeichner | 167,261,217 | 1,474,955      | 1,751,573        |

Proposal 2

The Company's stockholders ratified the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending January 28, 2017, as follows:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 170,457,798 | 23,821        | 6,126       | —                |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TILLY'S, INC.

Date: June 10, 2016 By: /s/ Christopher M. Lal  
Name: Christopher M. Lal  
Title: Vice President, General Counsel and Secretary