

HAVERTY FURNITURE COMPANIES INC
Form SC 13D/A
January 03, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 10)*

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)**

HAVERTY FURNITURE COMPANIES, INC.

(Name of Issuer)

Class A Common Stock, \$1.00 par value

(Title of Class of Securities)

419596-20-0

(CUSIP Number)

Amy Wilson

Bryan Cave LLP

One Atlantic Center

Fourteenth Floor

1201 West Peachtree Street, NW

Atlanta, GA 30309

Telephone: (404) 572-6926

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

December 15, 2016

(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 Rule 13d-1(e), (f) or (g), check the following box ":

*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).

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NAME OF REPORTING PERSONS: **H5, L.P.**

1

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

SEC USE ONLY

3

SOURCE OF FUNDS **OO**

4

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Georgia

NUMBER OF **7** SOLE VOTING POWER

SHARES SHARED VOTING POWER

8 BENEFICIALLY **479,323 Shares of Class A Common Stock**

OWNED BY **9** SOLE DISPOSITIVE POWER

EACH REPORTING **10** SHARED DISPOSITIVE POWER

PERSON WITH: **479,323 Shares of Class A Common Stock**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

479,323 Shares of Class A Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW
(11)

23.8%

TYPE OF REPORTING PERSON

14

PN

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NAME OF REPORTING PERSONS: **Pine Hill Associates, LLC**

1

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS **OO**

4

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6 **Georgia**

NUMBER OF **7** SOLE VOTING POWER

SHARES SHARED VOTING POWER

BENEFICIALLY **8** **479,323 Shares of Class A Common Stock**

OWNED BY **9** SOLE DISPOSITIVE POWER

EACH REPORTING **10** SHARED DISPOSITIVE POWER

PERSON WITH: **479,323 Shares of Class A Common Stock**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

479,323 Shares of Class A Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

13 (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW

23.8%

TYPE OF REPORTING PERSON

14

CO

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1 NAME OF REPORTING PERSONS: **J. Rawson Haverty, Jr.**

(a) x

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(b) ..

SEC USE ONLY

3

SOURCE OF FUNDS

OO

4

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

5 PURSUANT TO ITEMS 2(d) or 2(e)

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6 **United States**

NUMBER OF	7	SOLE VOTING POWER
SHARES		161,848 Shares of Class A Common Stock
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		496,347 Shares of Class A Common Stock
EACH REPORTING	9	SOLE DISPOSITIVE POWER
PERSON WITH:		82,331 Shares of Class A Common Stock
	10	SHARED DISPOSITIVE POWER
		575,864 Shares of Class A Common Stock

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

658,195 Shares of Class A Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW

13 ⁽¹¹⁾

32.7%

14 TYPE OF REPORTING PERSON

IN

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NAME OF REPORTING PERSONS: **Trust Created Under Item VI of the Last Will and Testament of Rawson Haverty Dated July 21, 2003, a/k/a Marital Trust u/w July 21, 2003**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x

SEC USE ONLY (b) ..

3

SOURCE OF FUNDS **OO**

4

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ..

5

CITIZENSHIP OR PLACE OF ORGANIZATION
United States

6

NUMBER OF **7** SOLE VOTING POWER

SHARES **8** SHARED VOTING POWER

BENEFICIALLY

OWNED BY **9** SOLE DISPOSITIVE POWER

EACH REPORTING **10** SHARED DISPOSITIVE POWER

PERSON WITH:

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES x

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

TYPE OF REPORTING PERSON

14

OO

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NAME OF REPORTING PERSONS: **Marital Trust B Dated October 31, 2012
1 Created by the Trustees of the Trust Created Under Item VI of the Last Will and
Testament of Rawson Haverty Dated July 21, 2003**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x

SEC USE ONLY (b) ..

3

SOURCE OF FUNDS OO
4

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
5 PURSUANT TO ITEMS 2(d) or 2(e) ..

CITIZENSHIP OR PLACE OF ORGANIZATION
6 United States

NUMBER OF 7 SOLE VOTING POWER

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 9 SOLE DISPOSITIVE POWER

EACH REPORTING 10 SHARED DISPOSITIVE POWER

PERSON WITH:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) x
EXCLUDES CERTAIN SHARES

13 (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW

TYPE OF REPORTING PERSON

14

OO

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NAME OF REPORTING PERSONS: **Margaret Munnerlyn Haverty Revocable
1 Trust Dated August 15, 2007 as Amended and Restated on December 17, 2012**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x

SEC USE ONLY (b) ..

3

SOURCE OF FUNDS **OO**

4

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) ..

CITIZENSHIP OR PLACE OF ORGANIZATION

6 **United States**

NUMBER OF 7 SOLE VOTING POWER

SHARES 8 SHARED VOTING POWER

BENEFICIALLY 8

OWNED BY 9 SOLE DISPOSITIVE POWER

EACH REPORTING 10 SHARED DISPOSITIVE POWER

PERSON WITH: 10

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) x
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW
(11)

TYPE OF REPORTING PERSON

14

OO

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Reference is hereby made to the statement on Schedule 13D filed with the Securities and Exchange Commission (the “SEC”) on July 24, 2007 (the “Original Schedule 13D”), Amendment No. 1 to the Original Schedule 13D filed with the SEC on March 24, 2010, Amendment No. 2 filed with the SEC on June 14, 2012, Amendment No. 3 filed with the SEC on November 15, 2012, Amendment No. 4 filed with the SEC on March 21, 2013, Amendment No. 5 filed with the SEC on May 15, 2013, Amendment No. 6 filed with the SEC on July 18, 2013, Amendment No. 7 filed with the SEC on December 17, 2013, Amendment No. 8 filed with the SEC on January 13, 2015, and Amendment No. 9 filed with the SEC on June 29, 2015 (such amendments, together with the Original Schedule 13D, the “Schedule 13D”) with respect to the Class A common stock, par value \$1.00 per share (the “Class A Common Stock”), of the Company. This Amendment No. 10 is being filed to reflect updated information regarding the beneficial ownership of the Reporting Persons. Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meanings as set forth in the Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated in its entirety to read as follows:

The Reporting Persons beneficially own an aggregate 658,195 shares or 32.7% of the Class A Common Stock of the Company. For further information, see the cover pages hereto which are hereby incorporated by reference. All (a) percentages of outstanding Class A Common Stock are calculated based on information included in the Form 10-Q filed by the Company for the period ended September 30, 2016, which reported that 2,015,695 shares of Class A Common Stock were outstanding as of October 31, 2016.

The Reporting Persons may be deemed to constitute a group pursuant to Rule 13d-5(b) with certain other Class A Common Stock shareholders (“Other Class A Shareholders”) as a result of entering into a Class A Shareholders Agreement, as described in Item 6 below, with the Other Class A Shareholders. If the Reporting Persons are deemed to have formed a group with the Other Class A Shareholders, each of the Reporting Persons could be deemed to beneficially own the shares collectively held by the group, which would be an aggregate 1,350,678 shares or 67.0% of the Class A Common Stock of the Company; however, each of the Reporting Persons disclaims beneficial ownership of the shares held by other members of the group except as expressly set forth herein.

The Partnership beneficially owns 479,323 shares or 23.8% of the Class A Common Stock of the Company. The (b) LLC is the general partner of the Partnership and holds shared voting and dispositive power with the Partnership with respect to the shares owned by the Partnership.

Mr. Haverty beneficially owns 658,195 shares or 32.7% of the Class A Common Stock of the Company. Mr. Haverty has sole dispositive power with respect to 82,331 shares of Class A Common Stock and sole voting power with respect to 161,848 shares of Class A Common Stock.

As the manager of the LLC, the Partnership's general partner, Mr. Haverty shares voting and dispositive power with the Partnership and the LLC with respect to the 479,323 shares of the Class A Common Stock held by the Partnership. Mr. Haverty disclaims beneficial ownership of the shares held by the Partnership except to the extent of his pecuniary interest therein.

Mr. Haverty and Nan S. Haverty hold shared voting and dispositive power with respect to the 11,228 shares held by the Trust for the Benefit of Hannah Haverty ("Daughter's Trust"). Mr. Haverty and Nan S. Haverty hold shared voting and dispositive power with respect to the 5,796 shares held by the Trust for the Benefit of Rhett Haverty ("Son's Trust"). Mr. Haverty has no pecuniary interest in the shares of the Daughter's Trust or the Son's Trust, and disclaims any beneficial ownership in the shares held by the Daughter's Trust and the Son's Trust.

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Mr. Haverty holds sole voting power and shares dispositive power over the 79,517 shares held by the Mary E. Haverty Foundation (the "Foundation") with the other trustees of the Foundation: Margaret E. Haverty Glover, Jane M. Haverty, Mary E. Haverty and Ben M. Haverty. Mr. Haverty has no pecuniary interest in the shares of the Foundation and disclaims any beneficial ownership in the Foundation's shares. Mr. Haverty holds sole voting and sole dispositive power over the 2,331 shares held in the J. Rawson Haverty, Jr. Roth Inherited IRA.

None of the Marital Trust, Marital Trust B or the MMH Trust currently hold any Class A Common Stock. The trustees of each of the Marital Trust, Marital Trust B and the MMH Trust are Mr. Haverty, Jane M. Haverty and Ben M. Haverty. Mr. Haverty disclaims beneficial ownership of the shares held from time to time by Marital Trust, Marital Trust B, and the MMH Trust, except to the extent of any pecuniary interest he may have therein.

Except as set forth on Schedule 1 hereto and as described above, no other recent transactions in Class A Common (c) Stock were effected by the Reporting Persons, or, to the best of the knowledge of the Reporting Persons, by any of the other persons named in response to Item 2, if any.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is amended to include the following:

On December 30, 2016, the Reporting Persons and the Other Class A Shareholders executed that certain Amendment of Class A Shareholders Agreement to remove Frank S. McGaughey, III (now the Estate of Frank S. McGaughey, III), Ridge Partners, L.P. and Richard N. McGaughey as parties to the Class A Shareholders Agreement, effective immediately upon execution. The Amendment of Class A Shareholders Agreement is filed as Exhibit 99.1 hereto.

Item 7. Material to be Filed as Exhibits.

99.1 Amendment of Class A Shareholders Agreement dated December 30, 2016.

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SIGNATURE

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

January 3, 2017 **H5, L.P.**

By: Pine Hill Associates, LLC, its General Partner

By: /s/ J. Rawson Haverty, Jr.
J. Rawson Haverty, Jr.
Manager of Pine Hill Associates, LLC

**PINE HILL ASSOCIATES,
LLC**

By: /s/ J. Rawson Haverty, Jr.
J. Rawson Haverty, Jr.
Manager

**J. RAWSON HAVERTY,
JR.**

By: /s/ J. Rawson Haverty, Jr.
J. Rawson Haverty, Jr.

**Trust Created Under Item
VI of the Last Will and
Testament of Rawson
Haverty Dated July 21, 2003**

By: /s/ J. Rawson Haverty, Jr.
J. Rawson Haverty, Jr.
Trustee

By: /s/ Jane M. Haverty
Jane M. Haverty

Trustee

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By: /s/ Ben M. Haverty
Ben M. Haverty
Trustee

**Marital trust b Dated
October 31, 2012**

By: /s/ J. Rawson Haverty, Jr.
J. Rawson Haverty, Jr.
Trustee

By: /s/ Jane M. Haverty
Jane M. Haverty
Trustee

By: /s/ Ben M. Haverty
Ben M. Haverty
Trustee

**MARGARET
MUNNERLYN HAVERTY
REVOCABLE TRUST
DATED AUGUST 15, 2007
AS AMENDED AND
RESTATED ON
DECEMBER 17, 2012**

By: /s/ J. Rawson Haverty, Jr.
J. Rawson Haverty, Jr.
Trustee

By: /s/ Jane M. Haverty
Jane M. Haverty
Trustee

By: /s/ Ben M. Haverty
Ben M. Haverty
Trustee

CUSIP No. 419596-20-0 13D

SCHEDULE 1

Shares of Class A Common Stock Acquired or Disposed of by the Reporting Persons in the last 60 days

1. H5, L.P.

Transaction Date	Nature of Transaction (Acquisition/Disposition)	Number of Shares	Price Per Share	Where and How Transaction Effected
12/19/2016	Disposition	38,000	N/A	Conversion ¹

2. J. Rawson Haverty, Jr.

Transaction Date	Nature of Transaction (Acquisition/Disposition)	Number of Shares	Price Per Share	Where and How Transaction Effected
12/19/2016	Disposition	6,000	N/A	Conversion ²

3. Marital Trust

No transactions.

4. Marital Trust B

No transactions.

5. MMH Trust

No transactions.

¹ Conversion of Class A Common Stock of the Company into common stock of the Company.

² Conversion of Class A Common Stock of the Company into common stock of the Company.