

HAVERTY FURNITURE COMPANIES INC
Form SC 13D/A
January 13, 2015

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 5)*

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, Georgia 30309
Telephone: (404) 572-6926

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

November 25, 2014

(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 [x] .

*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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1 NAME OF
REPORTING
PERSONS: Frank S.
McGaughey III

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

3 SEC USE ONLY

4 SOURCE OF
FUNDS OO

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

6 CITIZENSHIP OR
PLACE OF
ORGANIZATION
United States

7 SOLE
VOTING
POWER
65,985 Shares
of Class A
Common Stock

8 NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING

	SHARED
	VOTING
	POWER
	72,392 Shares
	of Class A
	Common Stock
	SOLE
	DISPOSITIVE
9	POWER
	65,985 Shares
	of Class A
	Common Stock
	SHARED
	DISPOSITIVE
10	POWER
	72,392 Shares
	of Class A
	Common Stock
	AGGREGATE
	AMOUNT
	BENEFICIALLY
	OWNED BY EACH
11	REPORTING
	PERSON
	138,377 Shares of
	Class A Common
	Stock
	CHECK
	BOX
	IF
	THE
	AGGREGATE
12	AMOUNT
	IN ☒
	ROW
	(11)
	EXCLUDES
	CERTAIN
	SHARES
	PERCENT OF
	CLASS
13	REPRESENTED
	BY AMOUNT IN
	ROW (11)
	6.4%
	TYPE OF
14	REPORTING
	PERSON
	IN

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1 NAME OF
REPORTING
PERSONS: Ridge
Partners, L.P.

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

3 SEC USE ONLY

4 SOURCE OF
FUNDS OO

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

6 CITIZENSHIP OR
PLACE OF
ORGANIZATION
Georgia

7 SOLE
VOTING
POWER

8 NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH:
SHARED
VOTING
POWER

	72,392 Shares of Class A Common Stock
9	SOLE DISPOSITIVE POWER
10	SHARED DISPOSITIVE POWER 72,392 Shares of Class A Common Stock
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 72,392 Shares of Class A Common Stock
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ☒ ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS
13	REPRESENTED BY AMOUNT IN ROW (11) 3.4%
14	TYPE OF REPORTING PERSON PN

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1 NAME OF
REPORTING
PERSONS: Richard
N. McGaughey

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

3 SEC USE ONLY

4 SOURCE OF
FUNDS OO

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

6 CITIZENSHIP OR
PLACE OF
ORGANIZATION
South Carolina

7 SOLE
VOTING
POWER

8 NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH:
SHARED
VOTING
POWER

9 SOLE
DISPOSITIVE
POWER

10 SHARED
DISPOSITIVE
POWER

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

12 CHECK
BOX
IF
THE
AGGREGATE
AMOUNT
IN ☒
ROW
(11)

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

14 TYPE OF
REPORTING
PERSON
IN

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Reference is hereby made to the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on June 12, 2012 (the "Original Schedule 13D"), Amendment No. 1 to the Original Schedule 13D filed with the SEC on November 15, 2012, Amendment No. 2 filed with the SEC on May 15, 2013, Amendment No. 3 filed with the SEC on July 18, 2013, and Amendment No. 4 filed with the SEC on December 17, 2013 (together with the Original Schedule 13D, Amendment No. 1, Amendment No. 2, and Amendment No. 3, 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. 5 reflects updated information regarding the beneficial ownership of the other Class A Shareholders (as defined below). Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meanings as set forth in the Schedule 13D. The Reporting Persons hereby amend and supplement the Schedule 13D as follows.

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 138,377 shares or 6.4% 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, 2014, which reported that 2,148,000 shares of Class A Common Stock were outstanding as of October 31, 2014.

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 with those Other Class A Shareholders as described in Item 6 below. 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 1,534,100 shares or 71.4% 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.

Mr. F. McGaughey holds sole voting and dispositive power with respect to 65,985 shares held by him. Mr. F. McGaughey is the general partner of Ridge Partners and may be deemed to hold shared voting and dispositive (b) power with respect to the 72,392 shares held by Ridge Partners. Mr. F. McGaughey disclaims beneficial ownership of the shares held by Ridge Partners except to the extent of his pecuniary interest therein.

Except as set forth on Schedule 1 hereto, no other recent transactions in Class A Common Stock were effected by (c) 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.

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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.

January 13, 2015 FRANK S. MCGAUGHEY III

By: /s/ Frank S. McGaughey III
Frank S. McGaughey III

RICHARD N. MCGAUGHEY

By: /s/ Richard N. McGaughey
Richard N. McGaughey

RIDGE PARTNERS, L.P.

By: /s/ Frank S. McGaughey III
Frank S. McGaughey III
General Partner

SCHEDULE 1

Shares of Class A Common Stock Acquired or Disposed of by the Reporting Persons

1. Frank S. McGaughey III

No transactions.

2. Ridge Partners, L.P.

No transactions.

3. Richard N. McGaughey

Transaction Date	Nature of Transaction (Acquisition/Disposition)	Number of Shares	Price Per Share	Where and How Transaction Effected
01/13/2014	Disposition	5,000	N/A	Conversion ¹

4. H5, L.P.

Transaction Date	Nature of Transaction (Acquisition/Disposition)	Number of Shares	Price Per Share	Where and How Transaction Effected
5/9/2014	Disposition	10,000	N/A	Conversion ²
11/25/2014	Disposition	11,000	N/A	Conversion ³
12/12/2014	Disposition	40,000	N/A	Conversion ⁴

5. J. Rawson Haverty, Jr.

Transaction Date	Nature of Transaction (Acquisition/Disposition)	Number of Shares	Price Per Share	Where and How Transaction Effected
5/9/2014	Disposition	7,500	N/A	Conversion ⁵

6. Marital Trust

No transactions.

7. Marital Trust B

No transactions.

8. MMH Trust

No transactions.

¹ Conversion of Class A Common Stock held by Mr. R. McGaughey into common stock of the Company.

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

³ Conversion of Class A Common Stock held by the Partnership into common stock of the Company.

⁴ Conversion of Class A Common Stock held by the Partnership into common stock of the Company.

⁵ Conversion of Class A Common Stock held by Mr. Haverty into common stock of the Company.

9. Clarence H. Smith

No transactions.

10. Villa Clare Partners, L.P.

No transactions.