

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

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 8)*

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: H5, 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 SHARED
VOTING
POWER
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH:

534,823 Shares
of Class A
Common Stock
SOLE
9 DISPOSITIVE
POWER

SHARED
DISPOSITIVE
POWER
10 534,823
Shares of Class
A Common
Stock

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

534,823 Shares of
Class A Common
Stock

CHECK
BOX
IF
THE

12 AGGREGATE
AMOUNT
IN

ROW
(11)

EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS

13 REPRESENTED
BY AMOUNT IN
ROW (11)

24.9%

14 TYPE OF
REPORTING
PERSON
PN

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1 NAME OF
REPORTING
PERSONS: Pine Hill
Associates, LLC

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

534,823 Shares
of Class A
Common Stock
SOLE
9 DISPOSITIVE
POWER

SHARED
DISPOSITIVE
10 POWER
534,823 Shares
of Class A
Common Stock

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
534,823 Shares of
Class A Common
Stock
CHECK

BOX
IF
THE
12 AGGREGATE
AMOUNT
IN
ROW
(11)

EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
13 REPRESENTED
BY AMOUNT IN
ROW (11)
24.9%

14 TYPE OF
REPORTING
PERSON
CO

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

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
173,299 Shares
of Class A
Common Stock

8 NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED
VOTING

POWER
551,847 Shares
of Class A
Common Stock
SOLE
DISPOSITIVE
9 POWER
85,282 Shares
of Class A
Common Stock
SHARED
DISPOSITIVE
10 POWER
639,864 Shares
of Class A
Common Stock
AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
11 REPORTING
PERSON
725,146 Shares of
Class A Common
Stock
CHECK
BOX
IF
THE
12 AGGREGATE
AMOUNT
IN
ROW
(11)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
13 REPRESENTED
BY AMOUNT IN
ROW (11)
33.8%
TYPE OF
14 REPORTING
PERSON
IN

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1 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 (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

NUMBER OF 7 SOLE
SHARES VOTING

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	POWER
	8 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) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) <input checked="" type="checkbox"/>
13	REPRESENTED BY AMOUNT IN ROW (11)
14	TYPE OF REPORTING PERSON OO

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1 NAME OF
REPORTING
PERSONS: Marital
Trust B Dated
October 31, 2012
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 (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
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	8	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 <input checked="" type="checkbox"/> ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS
13		REPRESENTED BY AMOUNT IN ROW (11)
14		TYPE OF REPORTING PERSON OO

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

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
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	8	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 <input checked="" type="checkbox"/> ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS
13		REPRESENTED BY AMOUNT IN ROW (11)
14		TYPE OF REPORTING PERSON 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, and Amendment No. 7 filed with the SEC on December 17, 2013 (together with the Original Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, and Amendment No. 6, 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. 8 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 725,146 shares or 33.8% 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, 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 1,534,100 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.

The Partnership beneficially owns 534,823 shares or 24.9% 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 725,146 shares or 33.8% of the Class A Common Stock of the Company. Mr. Haverty has sole dispositive power with respect to 85,282 shares of Class A Common Stock and sole voting power with respect to 173,299 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 534,823 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 88,017 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.

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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 H5, L.P.

Pine Hill Associates, LLC, its General
By: 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 Harverty, 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

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

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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

SCHEDULE 1

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

1. 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 ¹
11/25/2014	Disposition	11,000	N/A	Conversion ²
12/12/2014	Disposition	40,000	N/A	Conversion ³

2. 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 ⁴

3. Marital Trust

No transactions.

4. Marital Trust B

No transactions.

5. MMH Trust

No transactions.

6. Frank S. McGaughey III

No transactions.

7. Ridge Partners, L.P.

No transactions.

8. 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 ⁵

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

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

9. Clarence H. Smith
No transactions.

10. Villa Clare Partners, L.P.
No transactions.