

HAVERTY FURNITURE COMPANIES INC
Form SC 13D/A
December 17, 2013

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 7)*

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 4, 2013

(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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- 1 NAME OF REPORTING PERSONS: H5, L.P.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)
- 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
- | | | | |
|--|----|--|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 7 | SOLE VOTING POWER | |
| | 8 | SHARED VOTING POWER | |
| | 9 | SOLE DISPOSITIVE POWER | |
| | 10 | SHARED DISPOSITIVE POWER | |
| | | 595,823 Shares of Class A Common Stock | |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
595,823 Shares of Class A Common Stock
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
24.5%
- 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 MEMBER OF A GROUP (a) (b)
- 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 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: SOLE VOTING POWER
- 8 SHARED VOTING POWER
- 9 SOLE DISPOSITIVE POWER
- 10 SHARED DISPOSITIVE POWER
- 595,823 Shares of Class A Common Stock
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
595,823 Shares of Class A Common Stock
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
24.5%
- 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 MEMBER OF A GROUP (a) x
(b) o
- 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) o
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States
- | | | | |
|----------------|----|--|--|
| NUMBER OF | 7 | SOLE VOTING POWER | |
| SHARES | | 180,799 Shares of Class A Common Stock | |
| BENEFICIALLY | 8 | SHARED VOTING POWER | |
| OWNED BY | | 612,847 Shares of Class A Common Stock | |
| EACH REPORTING | 9 | SOLE DISPOSITIVE POWER | |
| PERSON WITH: | | 92,782 Shares of Class A Common Stock | |
| | 10 | SHARED DISPOSITIVE POWER | |
| | | 700,864 Shares of Class A Common Stock | |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
793,646 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)
32.7%
- 14 TYPE OF 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 MEMBER OF A GROUP (a) (b)

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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING 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

13 PERCENT OF CLASS 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 MEMBER OF A GROUP (a) (b)

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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING 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

13 PERCENT OF CLASS 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 MEMBER OF A GROUP (a) (b)

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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING 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

13 PERCENT OF CLASS 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 and Amendment No. 6 filed with the SEC on July 18, 2013 (together with the Original Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4 and Amendment No. 5, 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. 7 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:

- (a) The Reporting Persons beneficially own an aggregate 793,646 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 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, 2013, which reported that 2,428,055 shares of Class A Common Stock were outstanding as of October 31, 2013.

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 1,607,600 shares or 66.2% 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.

- (b) The Partnership beneficially owns 595,823 shares or 24.5% of the Class A Common Stock of the Company. The 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 793,646 shares or 32.7% of the Class A Common Stock of the Company. Mr. Haverty has sole dispositive power with respect to 92,782 shares of Class A Common Stock and sole voting power with respect to 180,799 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 595,823 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.

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.

(c) Except as set forth on Schedule 1 hereto and as described above, no transactions in Class A Common Stock were effected in the last 60 days 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, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

December 17, 2013

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

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/ 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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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
8/27/2013	Disposition	20,000	N/A	Conversion ¹
12/4/2013	Disposition	10,000	N/A	Conversion ²

2. J. Rawson Haverty, Jr.

Transaction Date	Nature of Transaction (Acquisition/Disposition)	Number of Shares	Price Per Share	Where and How Transaction Effected
12/4/2013	Disposition	10,000	N/A	Conversion ³

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

No transactions.

9. Clarence H. Smith

No transactions.

10. Villa Clare Partners, L.P.

No transactions.

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 Mr. Haverty into common stock of the Company.