

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. 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, 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 which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(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: **Villa Clare Partners, 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
5
PURSUANT TO ITEMS 2(d) or 2(e) ..
CITIZENSHIP OR PLACE OF ORGANIZATION

6 Georgia

NUMBER OF SOLE VOTING POWER
7
SHARES

SHARED VOTING POWER
BENEFICIALLY **8**
603,497 Shares of Class A Common Stock

OWNED BY SOLE DISPOSITIVE POWER
9
EACH

SHARED DISPOSITIVE POWER
REPORTING **10**
603,497 Shares of Class A Common Stock

PERSON WITH:
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
11

603,497 Shares of Class A Common Stock
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

12
EXCLUDES CERTAIN SHARES x
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW

13 (11)
29.9%

TYPE OF REPORTING PERSON

14

PN

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NAME OF REPORTING PERSONS: **West Wesley Associates, LLC**

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
5
PURSUANT TO ITEMS 2(d) or 2(e) ..
CITIZENSHIP OR PLACE OF ORGANIZATION

6 Georgia

NUMBER OF SOLE VOTING POWER
7
SHARES

SHARED VOTING POWER
BENEFICIALLY **8**
603,497 Shares of Class A Common Stock

OWNED BY SOLE DISPOSITIVE POWER
9
EACH

SHARED DISPOSITIVE POWER
REPORTING **10**
603,497 Shares of Class A Common Stock

PERSON WITH:
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
11

603,497 Shares of Class A Common Stock
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

12
EXCLUDES CERTAIN SHARES x
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW

13 ⁽¹¹⁾

29.9%

TYPE OF REPORTING PERSON

14

CO

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NAME OF REPORTING PERSONS: **Clarence H. Smith**

1
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x
(b)

SEC USE ONLY
3

SOURCE OF FUNDS **OO/PF**
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 SOLE VOTING POWER
7
SHARES **87,036 Shares of Class A Common Stock**
BENEFICIALLY **8**
OWNED BY **605,447 Shares of Class A Common Stock**
SOLE DISPOSITIVE POWER

9
EACH **87,036 Shares of Class A Common Stock**
REPORTING **10**
PERSON WITH: **605,447 Shares of Class A Common Stock**
SHARED DISPOSITIVE POWER

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON
11

692,483 Shares of Class A Common Stock
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

12
EXCLUDES CERTAIN SHARES x
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW

13 ⁽¹¹⁾
34.4%

TYPE OF REPORTING PERSON

14

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 1, 2007 (the “Original Schedule 13D”), Amendment No. 1 to the Original Schedule 13D filed with the SEC on June 12, 2012, Amendment No. 2 filed with the SEC on November 15, 2012, Amendment No. 3 filed with the SEC on May 15, 2013, Amendment No. 4 filed with the SEC on July 18, 2013, Amendment No. 5 filed with the SEC on December 17, 2013, Amendment No. 6 filed with the SEC on January 13, 2015, and Amendment No. 7 filed with the SEC on June 11, 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. 8 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 692,483 shares or 34.4% 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, 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 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 1,350,678 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 603,497 shares or 29.9% of the Class A Common Stock of the Company. West (b) Wesley Associates, 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. Smith beneficially owns 692,483 shares or 34.4% of the Class A Common Stock of the Company. Mr. Smith has sole voting and dispositive power with respect to 87,036 shares of Class A Common Stock. Mr. Smith shares voting

and dispositive power with respect to 1,950 shares of Class A Common Stock with his wife, Lamar Smith. As the manager of West Wesley Associates, LLC, the Partnership's general partner, Mr. Smith shares with the Partnership and its general partner voting and dispositive power with respect to the 603,497 shares of Class A Common Stock held by the Partnership. Mr. Smith disclaims beneficial ownership of the shares held by the Partnership 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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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, I certify that the information set forth in this statement is true, complete and correct.

January 3, 2017 **VILLA CLARE PARTNERS, L.P.**

By: /s/ Clarence H. Smith
Clarence H. Smith
Manager of West Wesley Associates, LLC
(general partner of Villa Clare Partners, L.P.)

WEST WESLEY ASSOCIATES, LLC

By: /s/ Clarence H. Smith
Clarence H. Smith
Manager

CLARENCE H. SMITH

By: /s/ Clarence H. Smith
Clarence H. Smith

SCHEDULE 1

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

1.

Clarence H. Smith

No transactions.

2.

Villa Clare Partners, L.P.

No transactions.