

WALKER ROBERT
Form SC 13G/A
June 10, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 3)*
Kirkland s Inc.**

(Name of Issuer)
Common Stock

(Title of Class of Securities)
497498105

(CUSIP Number)
December 31, 2009

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1 (b)
- Rule 13d-1 (c)
- Rule 13d-1 (d)

*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 the disclosures provided in a prior cover page.

The information required in 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 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).

13G

CUSIP No. 497498105

NAME OF REPORTING PERSON:

1 Robert Walker
I.R.S. Identification Nos. of above persons (entities only):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

2
(a)
(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4
U.S.A.

SOLE VOTING POWER:

5

NUMBER OF 1,413,289

SHARED VOTING POWER:

6

SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER:

7

EACH REPORTING PERSON 1,413,289

SHARED DISPOSITIVE POWER:

8

WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

1,413,289

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

7.1%

12

TYPE OF REPORTING PERSON:

IN

13G

CUSIP No. 497498105

NAME OF REPORTING PERSON:

1
The Carl T. Kirkland Grantor
Retained Annuity Trust 2001-1
I.R.S. Identification Nos. of above persons (entities only):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

2
(a)
(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4
Tennessee

SOLE VOTING POWER:

5
NUMBER OF 913,289

SHARED VOTING POWER:

6
SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER:

7
EACH REPORTING PERSON 913,289

SHARED DISPOSITIVE POWER:

8
WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

913,289

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

4.6%

12

TYPE OF REPORTING PERSON:

OO

13G

CUSIP No. 497498105

NAME OF REPORTING PERSON:

1
The Carl T. Kirkland Grantor
Retained Annuity Trust 2002-1
I.R.S. Identification Nos. of above persons (entities only):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

2
(a)
(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4
Tennessee

SOLE VOTING POWER:

5
NUMBER OF 0

SHARED VOTING POWER:

6
SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER:

7
EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER:

8
WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

0

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

0%

12

TYPE OF REPORTING PERSON:

OO

13G

CUSIP No. 497498105

NAME OF REPORTING PERSON:

1
The Carl T. Kirkland Grantor
Retained Annuity Trust 2003-1
I.R.S. Identification Nos. of above persons (entities only):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

2
(a)
(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4
Tennessee

SOLE VOTING POWER:

5
NUMBER OF 0

SHARED VOTING POWER:

6
SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER:

7
EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER:

8
WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

0

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

0%

12

TYPE OF REPORTING PERSON:

OO

13G

CUSIP No. 497498105

NAME OF REPORTING PERSON:

1 The Carl T. Kirkland Grantor
Retained Annuity Trust 2009-1
I.R.S. Identification Nos. of above persons (entities only):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

2 (a)
(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4 Tennessee

SOLE VOTING POWER:

5
NUMBER OF 500,000

SHARED VOTING POWER:

6
SHARES BENEFICIALLY OWNED BY 0

SOLE DISPOSITIVE POWER:

7
EACH REPORTING PERSON 500,000

SHARED DISPOSITIVE POWER:

8
WITH 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

500,000

10

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

2.5%

12

TYPE OF REPORTING PERSON:

OO

Item 1(a) Name of Issuer:

Kirkland s Inc.

Item 1(b) Address of Issuer s Principal Executive Offices:

431 Smith Lane
Jackson, Tennessee 38301

Item 2 (a) Name of Person Filing:

This Schedule 13G is filed on behalf of Robert Walker, The Carl T. Kirkland Grantor Retained Annuity Trust 2001-1, The Carl T. Kirkland Grantor Retained Annuity Trust 2002-1, The Carl T. Kirkland Grantor Retained Annuity Trust 2003-3 and The Carl T. Kirkland Grantor Retained Annuity Trust 2009-1 (the Reporting Persons).

Item 2(b) Address of Principal Business Offices:

The address of the principal business for each of the Reporting Persons is:

Baker, Donelson, Bearman, Caldwell & Berkowitz, PC
165 Madison Avenue, Suite 2000
Memphis, Tennessee 38103

Item 2(c) Citizenship:

Robert Walker is a citizen of the U.S.A. The place of organization for The Carl T. Kirkland Grantor Retained Annuity Trust 2001-1, The Carl T. Kirkland Grantor Retained Annuity Trust 2002-1, The Carl T. Kirkland Grantor Retained Annuity Trust 2003-3 and The Carl T. Kirkland Grantor Retained Annuity Trust 2009-1 is Tennessee.

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

497498105

Item 3 If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Exchange Act
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act
- (d) Investment company registered under Section 8 of the Investment Company Act
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E)

- (f) o An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F)
- (g) o A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G)
- (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act
- (i) o A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act
- (j) o A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(K)
- (k) o Group, in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4 Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

The total number of shares of Kirkland's Inc. common stock beneficially owned by Mr. Walker as of December 31, 2009 was 1,413,289, which includes -0- shares held by The Carl T. Kirkland Retained Annuity Trust 2003-1, -0- shares held by The Carl T. Kirkland Grantor Retained Annuity Trust 2002-1, 913,289 shares held by The Carl T. Kirkland Grantor Retained Annuity Trust 2001-1, which is comprised of the Miles T. Kirkland 2001-1 Separate Trust U/A dated December 31, 2001, the Brooks C. Kirkland 2001-1 Separate Trust U/A dated December 31, 2001, and the Mary A. Kirkland 2001-1 Separate Trust U/A dated December 31, 2001, and 500,000 shares held by The Carl T. Kirkland Grantor Retained Annuity Trust 2009-1. All trusts are for the benefit of Mr. Kirkland's family members. Mr. Walker is the sole trustee for all of these trusts. While Mr. Walker has sole voting and dispositive power over the shares held by the trusts, he has no pecuniary interest in the shares held by the trusts.

- (b) Percent of class:*

* See the Cover
Pages for each
of the Reporting
Persons.

- (c) Number of shares as to which the person has:*
- (i) Sole power to vote or to direct the vote:*
- (ii) Shared power to vote or to direct the vote:*
- (iii) Sole power to dispose or to direct the disposition of:*
- (iv) Shared power to dispose or to direct the disposition of:*

* See the Cover
Pages for each
of the Reporting
Persons.

Item 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

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Item 6 Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable

Item 8 Identification and Classification of Members of the Group.

Not applicable

Item 9 Notice of Dissolution of Group.

Not applicable

Item 10 Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

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.

Dated: June 10, 2010

By: /s/ Robert Walker
Name: Robert Walker, an individual

The Carl T. Kirkland Grantor Retained Annuity
Trust 2001-1

By: /s/ Robert Walker
Robert Walker, Trustee

The Carl T. Kirkland Grantor Retained Annuity
Trust 2002-1

By: /s/ Robert Walker
Robert Walker, Trustee

The Carl T. Kirkland Grantor Retained Annuity
Trust 2003-1

By: /s/ Robert Walker
Robert Walker, Trustee

The Carl T. Kirkland Grantor Retained Annuity
Trust 2009-1

By: /s/ Robert Walker
Robert Walker, Trustee