

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

CUSIP No. 419596-20-0 13D Page 1 of 6 Pages

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  .

\*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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CUSIP No. 419596-20-0 13D Page 2 of 6 Pages

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  
12 AGGREGATE  
AMOUNT  
IN   
ROW  
(11)  
EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF  
CLASS  
13 REPRESENTED  
BY AMOUNT IN  
ROW (11)  
6.4%  
14 TYPE OF  
REPORTING  
PERSON  
IN

CUSIP No. 419596-20-0 13D Page 3 of 6 Pages

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  
SOLE  
9 DISPOSITIVE  
POWER

SHARED  
DISPOSITIVE  
10 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

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

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

3.4%  
TYPE OF  
14 REPORTING  
PERSON  
PN

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CUSIP No. 419596-20-0 13D Page 4 of 6 Pages

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

14 TYPE OF  
REPORTING  
PERSON  
IN

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CUSIP No. 419596-20-0 13D Page 5 of 6 Pages

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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CUSIP No. 419596-20-0 13D Page 6 of 6 Pages

**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

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## 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<br>(Acquisition/Disposition) | Number of Shares | Price Per Share | Where and How Transaction Effected |
|------------------|--|------------------|-----------------|------------------------------------|
| 01/13/2014       | Disposition  | 5,000            | N/A             | Conversion <sup>1</sup>            |

## 4. H5, L.P.

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

## 5. J. Rawson Haverty, Jr.

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

## 6. Marital Trust

No transactions.

## 7. Marital Trust B

No transactions.

## 8. MMH Trust

No transactions.

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

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

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

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

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

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9. Clarence H. Smith

No transactions.

10. Villa Clare Partners, L.P.

No transactions.