

HAVERTY FURNITURE COMPANIES INC

Form 4

March 14, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH CLARENCE H

2. Issuer Name **and** Ticker or Trading
Symbol
HAVERTY FURNITURE
COMPANIES INC [HVT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
780 JOHNSON FERRY RD., SUITE
800

3. Date of Earliest Transaction
(Month/Day/Year)
03/10/2017

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, President & CEO

(Street)
ATLANTA, GA 30342-

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/10/2017		G	V 1,351 D \$ 0	47,146	D	
Common Stock	03/10/2017		G	V 1,351 A \$ 0	29,689	I	By Spouse
Common Stock	03/10/2017		S	12,331 D \$ 22.39 (1)	34,815	D	
Common Stock	03/10/2017		G	V 2,000 D \$ 0	32,815	D	
					87,036	D	

Edgar Filing: HAVERTY FURNITURE COMPANIES INC - Form 4

Class A Common Stock				
Class A Common Stock	1,950	I	By Spouse	
Class A Common Stock	603,497 ⁽²⁾	I	By Villa Clare, LP	
Class A Common Stock	603,497 ⁽²⁾	I	By West Wesley, LLC	
Common Stock	7,850 ⁽³⁾	I	By Georgia Limited Partnership	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	\$ 0					<u>(4)</u>	<u>(4)</u>	Common Stock	3,748	
PRSUs 2014.1	<u>(5)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	970	
PRSUs 2015	<u>(6)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	13,152	
PRSUs 2015.1	<u>(7)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	1,422	

PRSUs 2016	(8)	(8)	(8)	Common Stock	16,109
PRSUs 2016.1	(9)	(9)	(9)	Common Stock	1,635
RSUs 2013	(10)	(10)	(10)	Common Stock	3,000
Stock Appreciation Rights	\$ 18.14	(11)	01/24/2020	Common Stock	22,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH CLARENCE H 780 JOHNSON FERRY RD. SUITE 800 ATLANTA, GA 30342-	X		Chairman, President & CEO	

Signatures

Jenny H. Parker,
Attorney-in-Fact
03/14/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) This transaction was executed in multiple trades at prices ranging from \$22.30 to \$22.575. The price reported reflects the weighted average sale price. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in the footnote.
- (2) These shares are held by Villa Clare, LP, a limited partnership ("VC") and are also reported herein by West Wesley, LLC, a limited liability company ("WW"), the partnership's general partner. Mr. Smith is the sole manager of WW. Mr. Smith disclaims beneficial ownership of shares held by VC or WW except to the extent of his pecuniary interest therein.
- (3) Mr. Smith is a partner in a Georgia limited partnership which beneficially owns these shares of Common Stock. Mr. Smith disclaims beneficial ownership of these shares except to the extent of his pecuniary interest in the partnership.
- (4) Deferred under Directors' Deferred Compensation Plan. Settlement will occur upon the earlier to occur of (i) termination of service on the Board of Directors, or (ii) death.
- (5) Performance Restricted Stock Units ("PRSUs") award granted 1/17/2014 under the 2004 Long-Term Incentive Plan. Each performance unit represents a contingent right to receive one share of the company's common stock. The performance units vest ratably over four years beginning on May 8, 2015 based on the company's sales performance for each of the four years 2014 - 2017.
- (6) Performance Restricted Stock Units ("PRSUs") award granted 1/23/2015 under the 2014 Long-Term Incentive Plan. Each performance unit represents a contingent right to receive one share of the Company's common stock based on the EBITDA for the year ended December 31, 2015. This amount represents the number of performance units earned for fiscal year 2015, which were certified by the Executive Compensation and Employee Benefits Committee on 1/26/2016. The performance units vest on February 28, 2018.
- (7) Performance Restricted Stock Units ("PRSUs") award granted 1/23/2015 under the 2014 Long-Term Incentive Plan. Each performance unit represents a contingent right to receive one share of the Company's common stock based on the Company's sales performance for each of the four years 2015 -2018. This amount represent the number of performance units earned for fiscal 2015, which were certified

Edgar Filing: HAVERTY FURNITURE COMPANIES INC - Form 4

by the Executive Compensation and Employee Benefits Committee on 1/26/2016 and will vest on May 8, 2016.

- (8) Performance Restricted Stock Units ("PRSUs") award granted 1/26/2016 under the 2014 Long-Term Incentive Plan. Each performance unit represents a contingent right to receive one share of the Company's common stock based on the EBITDA for the year ended December 31, 2016. This amount represents the number of performance units earned for fiscal year 2016, which were certified by the Executive Compensation and Employee Benefits Committee on 1/30/2017. The performance units vest on February 28, 2019.

- (9) Performance Restricted Stock Units ("PRSUs") award granted 1/26/2016 under the 2014 Long-Term Incentive Plan. Each performance unit represents a contingent right to receive one share of the Company's common stock based on the Company's sales performance for each of the four years 2016 -2019. This amount represent the number of performance units earned for fiscal 2016, which were certified by the Executive Compensation and Employee Benefits Committee on 1/30/2017 and will vest on May 8, 2017.

- (10) Restricted Stock Units ("RSUs") award granted 1/24/2013 under the 2004 Long-Term Incentive Plan. RSUs vest equally over 4 years, beginning 5/8/2014. Each RSU is equivalent to one share of common stock upon vesting.

- (11) Stock-Settled Appreciation rights ("SARs") granted under the 2004 Long-Term Incentive Plan. SARs vest in four equal installments, beginning on 5/8/2014, and expire seven years from the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.