ETHAN ALLEN INTERIORS INC Form SC 13D/A September 15, 2015

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 1)*

Ethan Allen Interiors Inc. (Name of Issuer)

Common Stock, \$0.01 par value (Title of Class of Securities)

297602104 (CUSIP Number)

Marc Weingarten, Esq.

Eleazer Klein, Esq.

Schulte Roth & Zabel LLP

919 Third Avenue

New York, New York 10022 (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

September 15, 2015 (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), Rule 13d-1(f) or Rule 13d-1(g), check the following box. []

(Page	1 of 21	Pages	s)	

* 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).

CUSIP No. 297602104 SCHEDULE 13D/A Page 2 of 21 Pages

	NAME C PERSON	OF REPORTING S
1	Castlerigg	
	CHECK '	
2	BOX IF	RIAT(E) " A
		R OF(b) "
	A GROU SEC USE	
3	SEC USE	CONLI
	SOURCE	E OF FUNDS
4	WC	
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	OF LEGA PROCEE	
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	TO ITEM 2(d) or 2(
		ISHIP OR
	PLACE (
6	ORGANI	IZATION
	British V	irgin Islands
		SOLE
	_	VOTING
	7	POWER
		0
		SHARED
		VOTING
	8	POWER
NUMBER OF SHARES		1,074,894
BENEFICIALLY		shares of
OWNED BY		Common Stock SOLE
EACH		DISPOSITIVE
REPORTING PERSON WITH	9	POWER
I LICON WIIT		

SHARED DISPOSITIVE POWER

10

1,074,894 shares of Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

11 OWNED PERSON

12

1,074,894 shares of Common Stock CHECK IF THE AGGREGATE AMOUNT IN ROW (11) " EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

(see Item 5)

3.8%

TYPE OF REPORTING

14 PERSON

CO

CUSIP No. 297602104 SCHEDULE 13D/A Page 3 of 21 Pages

1	NAME O	OF REPORTING IS
1	Limited	g International
2	CHECK APPROP	RIAT(E) "
2	MEMBE	R OF(b) "
2	A GROU SEC USE	
3	SOURCE	E OF FUNDS
4		CONTONDS
	AF CHECK	BOX
	IF	
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	British V	irgin Islands
		SOLE
		VOTING
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		VOTING
		POWER
NUMBER OF	8	
SHARES		1,074,894
BENEFICIALLY		shares of
OWNED BY		Common Stock
EACH		SOLE
REPORTING	0	DISPOSITIVE
PERSON WITH	9	POWER

SHARED DISPOSITIVE POWER

10

1,074,894 shares of Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

11 OWNED PERSON

12

1,074,894 shares of Common Stock CHECK IF THE AGGREGATE AMOUNT IN ROW (11) " EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

(see Item 5)

3.8%

TYPE OF REPORTING

14 PERSON

CO

CUSIP No. 297602104 SCHEDULE 13D/A Page 4 of 21 Pages

1	NAME C PERSON	OF REPORTING IS
•	Castlerigg Holdings CHECK	
2	BOX IF	PRIAT(E)" A R OF(b)"
3	A GROU SEC USE	
4		E OF FUNDS
	AF CHECK I	BOX
	DISCLOS OF LEGA	AL
5	PROCEE IS REQUIR	•
	PURSUA TO ITEM	ANT
	2(d) or 2(CITIZEN PLACE (ISHIP OR
6		JE ZATION
	British V	irgin Islands SOLE
	7	VOTING POWER
		0 SHARED
NUMBER OF	8	VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY		1,074,894 shares of Common Stock
EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER

SHARED DISPOSITIVE POWER

10

1,074,894 shares of Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

11 OWNED PERSON

12

1,074,894 shares of Common Stock CHECK IF THE AGGREGATE AMOUNT IN ROW (11) " EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

(see Item 5)

3.8%

TYPE OF REPORTING

14 PERSON

CO

CUSIP No. 297602104 SCHEDULE 13D/A Page 5 of 21 Pages

	NAME C	OF REPORTING S
1	Castlerigg Holdings	g Offshore , Ltd.
2	CHECK APPROP	RIAT(E) "
2	MEMBE	R OF(b) "
3	A GROUP SEC USE ONLY	
4	SOURCE	E OF FUNDS
T	AF	
	CHECK 1	DOV.
	IF	DUA
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5	IS	DING
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	2(d) or 2(
		SHIP OR
	PLACE (OF
6	ORGANI	IZATION
	Cayman 1	Islands
	-	SOLE
		VOTING
	7	POWER
		0
		SHARED
		VOTING
		POWER
NUMBER OF	8	
SHARES		1,074,894
BENEFICIALLY		shares of
OWNED BY		Common Stock
EACH		SOLE
REPORTING	0	DISPOSITIVE
PERSON WITH	9	POWER

DISPOSITIVE **POWER**

10

1,074,894 shares of

Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

11 **PERSON**

> 1,074,894 shares of Common Stock CHECK IF THE AGGREGATE AMOUNT IN

12 ROW (11)

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 (see Item 5)

3.8%

TYPE OF REPORTING

PERSON 14

CO

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	NAME (OF REPORTING IS
1	Castlerig	
	_	ent Fund, Ltd.
2	APPROF BOX IF	PRIATŒ) " A
	MEMBE A GROU	CR OF(b) " UP
3	SEC USI	E ONLY
4	SOURCI	E OF FUNDS
	AF	
	CHECK	BOX
	IF	
	DISCLO	SURE
	OF LEG	AL
5	PROCE	EDING
	IS	
	REQUIR	
	PURSUA	
	TO ITEN	
	2(d) or 2	(e) NSHIP OR
	PLACE (
6		IZATION
	British V	irgin Islands
		SOLE
	7	VOTING
	7	POWER
		0
		SHARED
		VOTING
		POWER
NUMBER OF	8	
SHARES		278,970 shares
BENEFICIALLY		of Common
OWNED BY		Stock
EACH		SOLE DISPOSITIVE
REPORTING	9	POWER
PERSON WITH		
		_

0

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1.0%

TYPE OF REPORTING

14 PERSON

CO

CUSIP No. 297602104 SCHEDULE 13D/A Page 7 of 21 Pages

Castlerigg Active Investment Intermediate Fund, L.P. CHECK THE APPROPRIAT(E) BOX IF A MEMBER OF (b) " A GROUP SEC USE ONLY SOURCE OF FUNDS AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH Castlerigg Active Investment Intermediate Fund, L.P. CHECK THE APPROPRIAT(E) BOX IF OF CHECK APPROPRIAT(E) OF SUMED SOURCE OF CHECK THE APPROPRIAT(E) OF CHECK THE APPROPIAT(E) OF CHECK THE APPROPIAT(E) OF CHECK THE APPROPTION A GROUP SEC USE ONLY OF CHECK THE APPROPIATION AF CHECK THE APPROPE OF CHECK THE APPROPIATION AF CHECK THE APPROPIATION		NAME C PERSON	OF REPORTING S	
APPROPRIATE) BOX IF A MEMBER OF(b) A GROUP SEC USE ONLY SOURCE OF FUNDS 4 AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands SOLE VOTING 7 POWER NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION 8 278,970 shares of Common Stock SOLE DISPOSITIVE	1	Investment Fund, L.F.	nt Intermediate P.	
SEC USE ONLY SOURCE OF FUNDS 4 AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands SOLE VOTING 7 POWER NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOURCE OF FUNDS OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION STHARED VOTING POWER 278,970 shares of Common Stock SOLE DISPOSITIVE	2	APPROP BOX IF A MEMBE	RIAT(E) " A R OF(b) "	
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TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands SOLE VOTING 7 POWER NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands SOLE VOTING POWER 278,970 shares of Common Stock SOLE DISPOSITIVE	5	IS REQUIRED		
6 PLACE OF ORGANIZATION British Virgin Islands SOLE VOTING 7 POWER NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH PLACE OF ORGANIZATION British Virgin Islands SOLE VOTING POWER 278,970 shares of Common Stock SOLE DISPOSITIVE		TO ITEM	ſ	
British Virgin Islands SOLE VOTING 7 POWER NUMBER OF SHARED VOTING POWER 8 SHARED VOTING POWER 278,970 shares of Common Stock SOLE DISPOSITIVE	6	PLACE O	OF	
VOTING POWER 0 SHARED VOTING POWER 0 SHARED VOTING POWER 278,970 shares of Common Stock SOLE DISPOSITIVE			irgin Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER 278,970 shares of Common Stock SOLE DISPOSITIVE		7	VOTING	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH POWER 278,970 shares of Common Stock SOLE DISPOSITIVE			-	
OWNED BY EACH REPORTING PERSON WITH 276,976 shares of Common Stock SOLE DISPOSITIVE	SHARES	0		
REPORTING PERSON WITH 9 Stock SOLE DISPOSITIVE	OWNED BY	ð	of Common	
FUWER	REPORTING	9	SOLE	

0 **SHARED** DISPOSITIVE **POWER 10** 278,970 shares of Common Stock AGGREGATE **AMOUNT BENEFICIALLY** OWNED BY EACH 11 **PERSON** 278,970 shares of Common Stock CHECK IF THE **AGGREGATE** AMOUNT IN **12** ROW (11) **EXCLUDES CERTAIN SHARES** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13 (see Item 5) 1.0% TYPE OF REPORTING **PERSON** 14 PN

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	NAME C PERSON	OF REPORTING IS	
1	Ltd.	nt Master Fund,	
2	BOX IF	PRIAT(E)" A R OF(b)"	
3	SEC USE		
4	SOURCE	E OF FUNDS	
	WC CHECK BOX IF DISCLOSURE OF LEGAL		
5	PROCEE IS		
	REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF		
6		IZATION	
	British V	irgin Islands SOLE VOTING POWER	
	,	0	
NUMBER OF SHARES		SHARED VOTING POWER	
BENEFICIALLY OWNED BY EACH REPORTING	8	278,970 shares of Common Stock	
PERSON WITH	9	SOLE DISPOSITIVE POWER	

0 **SHARED** DISPOSITIVE **POWER 10** 278,970 shares of Common Stock AGGREGATE **AMOUNT BENEFICIALLY** OWNED BY EACH 11 **PERSON** 278,970 shares of Common Stock CHECK IF THE **AGGREGATE** AMOUNT IN **12** ROW (11) **EXCLUDES CERTAIN SHARES** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13 (see Item 5) 1.0% TYPE OF REPORTING **PERSON** 14 CO

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	NAME O	OF REPORTING
1	Merrill L Solutions behalf of Investme Castlerig	ynch Investment s SICAV (on Merrill Lynch nt Solutions – g Equity Event trage UCITS
2	CHECK THE APPROPRIAT(a) " BOX IF A MEMBER OF(b) "	
3	A GROU	
4	SOURCE	E OF FUNDS
5	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION	
	Luxembo	ourg SOLE
	7	VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	8	0 SHARED VOTING POWER 193,898 shares of Common Stock

REPORTING PERSON WITH

SOLE DISPOSITIVE 9 **POWER** 0 **SHARED DISPOSITIVE POWER** 10 193,898 shares of Common Stock **AGGREGATE AMOUNT** BENEFICIALLY OWNED BY EACH 11 **PERSON** 193,898 shares of Common Stock CHECK IF THE **AGGREGATE** AMOUNT IN 12 ROW (11) **EXCLUDES CERTAIN SHARES** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13 (see Item 5) 0.7% TYPE OF REPORTING **PERSON** 14 CO

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	NAMEO	OF REPORTING
	PERSON	IS
1		
	Castlerig	g Equity Event
	_	~ · ·
		trage Fund
	CHECK	THE
	APPROP	PRIAT(E) "
2	BOX IF	A
_		R OF(b) "
	A GROU	
3	SEC USI	E ONLY
3		
	SOURCE	E OF FUNDS
4	booker	20110100
4		
	WC	
	CHECK	BOX
	IF	
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5	PROCEE	EDING
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	2(d) or 20	
	CITIZEN	ISHIP OR
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6		IZATION
V	ORO/III	
	D 1	
	Delaware	
		SOLE
		VOTING
	7	POWER
	-	
		0
		SHARED
		VOTING
		POWER
	8	1 O WER
NUMBER OF	O	16,000 1
SHARES		16,092 shares
BENEFICIALLY		of Common
		Stock
OWNED BY		SOLE
EACH		DISPOSITIVE
REPORTING	•	
PERSON WITH	9	POWER
I LIGOTY WITH		
		_

0

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(see Item 5)

TYPE OF REPORTING

0.1%

IV

14

PERSON

CUSIP No. 297602104 SCHEDULE 13D/A Page 11 of 21 Pages

1	NAME C PERSON	OF REPORTING IS	
1	Sandell Investment Services, L.L.C. CHECK THE		
2	APPROP BOX IF	RIAT(E) "	
3	A GROU SEC USE	P	
4	SOURCE	E OF FUNDS	
7	AF CHECK	R∩Y	
	IF	ВОХ	
	DISCLO	SURE	
	OF LEGA	AL	
5	PROCEE	EDING	
	IS		
	REQUIRED		
	PURSUANT		
	TO ITEM 2(d) or 2(e)		
		ISHIP OR	
	PLACE (
6	ORGANIZATION		
	Delaware		
		SOLE	
	_	VOTING	
	7	POWER	
		0	
		SHARED	
NUMBER OF		VOTING	
SHARES		POWER	
BENEFICIALLY	8	102 000 1	
OWNED BY		193,898 shares of Common	
EACH		of Common Stock	
REPORTING PERSON WITH	9	SOLE	
		DISPOSITIVE	

POWER

0 **SHARED** DISPOSITIVE **POWER 10** 193,898 shares of Common Stock AGGREGATE **AMOUNT BENEFICIALLY** OWNED BY EACH 11 **PERSON** 193,898 shares of Common Stock CHECK IF THE **AGGREGATE** AMOUNT IN **12** ROW (11) **EXCLUDES CERTAIN SHARES** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13 (see Item 5) 0.7% TYPE OF REPORTING **PERSON** 14 CO; IA

CUSIP No. 297602104 SCHEDULE 13D/A Page 12 of 21 Pages

	NAME C	OF REPORTING	
	PERSON		
1	1211501	~	
-	Pulteney	Street Partners,	
	L.P.	Street Latitions,	
	CHECK	THE	
		PRIAT(a) x	
2	BOX IF		
4			
		R OF(b) "	
	A GROU		
3	SEC USE	EUNLY	
	SOURCE	E OF FUNDS	
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	WC		
	CHECK	BOX	
	IF		
	DISCLO	SURE	
	OF LEGA	AL	
5	PROCEE	DING	
3	IS		
	REQUIR	ED	
	PURSUA	ANT	
	TO ITEM	1	
	2(d) or 20	(e)	
	CITIZEN	ISHIP OR	
	PLACE (OF	
6	ORGANIZATION		
	Delaware		
NUMBER OF		SOLE	
SHARES		VOTING	
BENEFICIALLY	7	POWER	
OWNED BY	-		
EACH		0	
REPORTING		SHARED	
PERSON WITH		VOTING	
TERSON WITH	8	POWER	
	O	TOWER	
		0	
		SOLE	
		DISPOSITIVE	
	9	POWER	
	7	LOWER	
		0	
	10	0 SHARED	
	10	SHARED	

DISPOSITIVE

POWER

0

OWNED BY EACH

AGGREGATE AMOUNT BENEFICIALLY

11 OWNED PERSON

LIGO

0

CHECK IF THE AGGREGATE AMOUNT IN

12 ROW (11)

EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

(see Item 5)

0.0%

TYPE OF REPORTING

14 PERSON

PN

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1	NAME OF REPORTING PERSONS		
1	Sandell Asset Management Corp.		
		PRIATE) "	
2	BOX IF A MEMBER OF(b) "		
	A GROUP		
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
4	AF CHECK BOX		
	IF		
5	DISCLOSURE OF LEGAL		
	PROCEEDING		
	IS		
	REQUIRED		
	PURSUANT		
	TO ITEM		
	2(d) or 2(e) CITIZENSHIP OR		
	PLACE OF		
6	ORGANIZATION		
	Cayman Islands		
		SOLE	
	7	VOTING POWER	
	,	FOWER	
		0	
NUMBER OF SHARES		SHARED	
		VOTING	
	0	POWER	
BENEFICIALLY	ð	1,369,956	
OWNED BY EACH REPORTING PERSON WITH		shares of	
		Common Stock	
	9	SOLE	
		DISPOSITIVE	

POWER

0 **SHARED** DISPOSITIVE **POWER 10** 1,369,956 shares of Common Stock AGGREGATE **AMOUNT BENEFICIALLY** OWNED BY EACH 11 **PERSON** 1,369,956 shares of Common Stock CHECK IF THE **AGGREGATE** AMOUNT IN **12** ROW (11) **EXCLUDES CERTAIN SHARES** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13 (see Item 5) 4.8% TYPE OF REPORTING **PERSON** 14 CO; IA

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1	NAME OF REPORTING PERSONS		
	Thomas I	E. Sandell	
	CHECK '	THE	
	APPROP	RIAT(E) "	
2	BOX IF A		
	MEMBER OF(b) "		
	A GROU		
3	SEC USE ONLY		
	SOURCE OF FUNDS		
4			
	AF		
	CHECK	BOX	
	IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED		
5			
	PURSUA		
	TO ITEM		
	2(d) or 2(e) CITIZENSHIP OR PLACE OF		
6	ORGANIZATION		
	Sweden		
NUMBER OF		SOLE	
SHARES		VOTING	
BENEFICIALLY	7	POWER	
OWNED BY		0	
EACH		0	
REPORTING		SHARED	
PERSON WITH		VOTING	
	o	POWER	
	8	1 562 054	
		1,563,854	
		shares of Common Stock	
		SOLE	
		DISPOSITIVE	
	9	POWER	
	,		
		0	
	10		

SHARED DISPOSITIVE POWER

1,563,854 shares of Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

11 PERSON

12

1,563,854 shares of Common Stock CHECK IF THE AGGREGATE AMOUNT IN ROW (11) " EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

(see Item 5)

5.5%

TYPE OF REPORTING

14 PERSON

IN

CUSIP No. 297602104 SCHEDULE 13D/A Page 15 of 21 Pages

This Amendment No. 1 ("Amendment No. 1") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on August 18, 2015 (the "Original Schedule 13D"; and together with this Amendment No. 1, the "Schedule 13D"), with respect to the shares of common stock, par value \$0.01 per share (the "Common Stock"), of Ethan Allen Interiors Inc. (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 1 have the meanings set forth in the Schedule 13D. This Amendment No. 1 amends Items 3, 4, 5 and 7 as set forth below. As of August 20, 2015, Pulteney Partners ceased to beneficially own any shares of Common Stock. Accordingly, this Amendment No. 1 constitutes an exit filing for Pulteney Partners.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

The Reporting Persons used a total of approximately \$43,446,000 (including brokerage commissions) in the aggregate to acquire the shares of Common Stock reported in this Schedule 13D.

Funds for the purchase of the Common Stock reported herein as beneficially held by the Reporting Persons were derived from (i) available working capital of Castlerigg Master Investment, for the shares of Common Stock held directly by it, (ii) available working capital of CAI Master, for the shares of Common Stock held directly by it, (iii) available working capital of MLIS, for the shares of Common Stock held directly by it, (iv) available working capital of CEEAF, for the shares of Common Stock held directly by it, and (v) margin borrowings described in the following sentence, for the shares of Common Stock held directly by Castlerigg Master Investment, CAI Master and MLIS. Such Common Stock is or may be held from time to time by the Reporting Persons in margin accounts established by certain of the Reporting Persons with their respective brokers or banks and a portion of the purchase price for the Common Stock may be obtained through margin borrowing. Securities positions which may be held in the margin accounts, including the Common Stock, may be pledged as collateral security for the repayment of debit balances in the margin accounts.

Item PURPOSE OF TRANSACTION

Item 4 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

On September 15, 2015, CAI Master submitted to the Issuer a formal notice (the "Notice") of its intent to nominate six individuals—Edward Glickman, Kathy Herbert, Richard Mansouri, Annelise Osborne, Ken Pilot and Alex Wolf (collectively, the "Nominees")—for election to the Board at the 2015 annual meeting of stockholders of the Issuer (the "Annual Meeting"). The Notice also disclosed SAMC's intent to solicit proxies from the stockholders of the Issuer to elect the Nominees at the Annual Meeting.

Also on September 15, 2015, SAMC issued a press release (the "September 15 Press Release") announcing its intention to nominate the Nominees for election to the Board, discussing what it believes to be the serious problems at the Issuer and outlining the strategic changes it believes the Issuer should undertake. The foregoing summary of the September 15 Press Release is qualified in its entirety by reference to the full text of the September 15 Press Release, a copy of which is attached hereto as Exhibit 3 and is incorporated by reference herein.

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Except as set forth herein or such as would occur upon completion of any of the actions discussed herein, the Reporting Persons have no present plan or proposal that would relate to or result in any of the matters set forth in subparagraphs (a)–(j) of Item 4 of Schedule 13D. The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors including, without limitation, the Issuer's financial position and strategic direction, actions taken by the Board, price levels of the Common Stock, other investment opportunities available to the Reporting Persons, conditions in the securities market and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, purchasing additional shares of Common Stock and/or other securities of the Issuer (collectively, "Securities"), disposing of any or all of their Securities, in the open market or otherwise, at any time and from time to time, and engaging in any hedging or similar transactions with respect to the Securities. The Reporting Persons reserve the right to change their intention with respect to any and all matters referred to in this Item 4 of this Schedule 13D.

Item 5. INTEREST IN SECURITIES OF THE ISSUER

Paragraphs (a) – (c) and (e) of Item 5 of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) – (b) The aggregate number and percentage of shares of Common Stock to which this Schedule 13D relates is 1,563,854 shares of Common Stock, constituting approximately 5.5% of the Issuer's currently outstanding Common Stock. The percentage of shares of Common Stock reported herein are based upon the 28,407,119 shares of Common Stock outstanding as of July 31, 2015, as reported in the Issuer's Annual Report on Form 10-K, filed with the SEC on August 12, 2015.

The information required by Items 5(a) – (b) is set forth in rows 7 – 13 of the cover page for each of the Reporting Persons and is incorporated herein by reference. By virtue of investment management agreements with Castlerigg Master Investment and CAI Master and an advisory agreement with CEEAF, SAMC has the power to vote or direct the voting, and to dispose or direct the disposition, of all of the shares of Common Stock beneficially owned by Castlerigg Master Investment, CAI Master and CEEAF. By virtue of an investment management agreement with MLIS, SIS has the power to vote or direct the voting, and to dispose or direct the disposition, of all of the shares of Common Stock beneficially owned by MLIS. By virtue of his direct and indirect control of SAMC and SIS, Mr. Sandell is deemed to have shared voting power and shared dispositive power with respect to all Common Stock as to which SAMC and SIS have voting power or dispositive power.

- (c) On August 20, 2015, Pulteney Partners sold 8,400 shares of Common Stock at \$30.95 per share (including brokerage commissions) in the open market through a broker. Except for such disposition, no transactions in the securities of the Issuer were effected by the Reporting Persons since the filing of the Original Schedule 13D.
- (e) Pulteney Partners ceased to beneficially own any shares of Common Stock on August 20, 2015.

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Item 7. EXHIBITS

Item 7 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

Exhibit Description

3 September 15 Press Release

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SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: September 15, 2015

CASTLERIGG MASTER INVESTMENTS LTD.

By: Sandell Asset Management Corp., as Investment Manager

By: /s/ Thomas E. Sandell Name: Thomas E. Sandell Title: Chief Executive Officer

CASTLERIGG INTERNATIONAL LIMITED

By: Sandell Asset Management Corp., as Investment Manager

By: /s/ Thomas E. Sandell Name: Thomas E. Sandell Title: Chief Executive Officer

CASTLERIGG INTERNATIONAL HOLDINGS LIMITED

By: Sandell Asset Management Corp., as Investment Manager

By: /s/ Thomas E. Sandell Name: Thomas E. Sandell Title: Chief Executive Officer

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CASTLERIGG OFFSHORE HOLDINGS, LTD.

By: Sandell Asset Management Corp., as Investment Manager

By: /s/ Thomas E. Sandell Name: Thomas E. Sandell Title: Chief Executive Officer

CASTLERIGG ACTIVE INVESTMENT FUND, LTD.

By: Sandell Asset Management Corp., as Investment Manager

By: /s/ Thomas E. Sandell Name: Thomas E. Sandell Title: Chief Executive Officer

CASTLERIGG ACTIVE INVESTMENT INTERMEDIATE FUND, LTD.

By: Sandell Asset Management Corp., as Investment Manager

By: /s/ Thomas E. Sandell Name: Thomas E. Sandell Title: Chief Executive Officer

CASTLERIGG ACTIVE INVESTMENT MASTER FUND, LTD.

By: Sandell Asset Management Corp., as Investment Manager

By: /s/ Thomas E. Sandell Name: Thomas E. Sandell Title: Chief Executive Officer

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MERRILL LYNCH INVESTMENT SOLUTIONS SICAV, an umbrella fund with segregated liability between sub-funds, acting for and on behalf of Merrill Lynch Investment Solutions – Castlerigg Equity Event and Arbitrage UCITS Fund

By: Sandell Investment Services, L.L.C., as Investment Manager

By: /s/ Thomas E. Sandell Name: Thomas E. Sandell Title: Chief Executive Officer

ALTMFX TRUST, an open-end, management investment company, acting for and on behalf of Castlerigg Equity Event and Arbitrage Fund

By: Sandell Asset Management Corp., as Investment Manager

By: /s/ Thomas E. Sandell Name: Thomas E. Sandell Title: Chief Executive Officer

PULTENEY STREET PARTNERS, LP

By: Sandell Asset Management Corp., as Investment Manager

By: /s/ Thomas E. Sandell Name: Thomas E. Sandell Title: Chief Executive Officer

SANDELL ASSET MANAGEMENT CORP.

By: /s/ Thomas E. Sandell Name: Thomas E. Sandell Title: Chief Executive Officer

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SANDELL INVESTMENT SERVICES, L.L.C.

By: /s/ Thomas E. Sandell Name: Thomas E. Sandell Title: Managing Member

/s/ Thomas E. Sandell **THOMAS E. SANDELL**