

HAVERTY RAWSON JR

Form 4

March 04, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HAVERTY RAWSON JR

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)
02/28/2019

☐ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)
Senior Vice President

(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 (A) 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/28/2019		M		3,667	A	\$ 0
Common Stock	02/28/2019		F		1,110	D	\$ 24.36
Class A Common Stock					82,331		
Class A Common Stock					441,323 ⁽¹⁾	I	By H5, LP

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Class A Common Stock	441,323 ⁽¹⁾	I	By Pine Hill Associates, LLC
Class A Common Stock	11,228	I	Co-ttee Of Tr Fbo Daughter
Class A Common Stock	5,796	I	Co-ttee Of Tr Fbo Son
Common Stock	1,000	I	Co-ttee Of Tr Fbo Daughter
Common Stock	1,000	I	Co-ttee Of Tr Fbo Son

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

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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. Price of Derivative Security (Instr. 3)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
PRSUs 2016	(2)	02/28/2019		M	3,667	(2)	(2)	Common Stock	3,667	\$ 0
PRSUs 2017	(3)					(3)	(3)	Common Stock	3,269	
PRSUs 2018	(4)					(4)	(4)	Common Stock	2,781	
RSUs 2015	(5)					(5)	(5)	Common Stock	755	
RSUs 2016	(6)					(6)	(6)	Common Stock	1,736	

RSUs 2017	<u>(7)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	2,625
RSUs 2018	<u>(8)</u>	<u>(8)</u>	<u>(8)</u>	Common Stock	3,000
RSUs 2019	<u>(9)</u>	<u>(9)</u>	<u>(9)</u>	Common Stock	3,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAVERTY RAWSON JR 780 JOHNSON FERRY RD. SUITE 800 ATLANTA, GA 30342-	X	X	Senior Vice President	

Signatures

Jenny H. Parker,
Attorney-in-Fact

03/04/2019

__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) These shares are held by H5, LP, a limited partnership ("H5") and are also reported herein by Pine Hill Associates, a limited liability company ("PH"), the partnership's general partner. Mr. Haverty is a co-manager of PH and has sole voting power over these shares. Mr. Haverty disclaims beneficial ownership of shares held by H5 or PH except to the extent of his pecuniary interest therein.

(2) 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.

(3) Performance Restricted Stock Units ("PRSUs") award granted 1/30/2017 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, 2017. This amount represents the number of performance units earned for fiscal year 2017, which were certified by the Executive Compensation and Employee Benefits Committee on 1/30/2018. The performance units vest on February 28, 2020.

(4) Performance Restricted Stock Units ("PRSUs") award granted 1/30/2018 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, 2018. This amount represents the number of performance units earned for fiscal year 2018, which were certified by the Nominating, Compensation and Governance Committee. The performance units vest on February 28, 2021.

(5) Restricted Stock Units ("RSUs") award granted 1/23/2015 under the 2014 Long-Term Incentive Plan. RSUs vest ratably over 4 years, beginning 5/8/2016. Each RSU is equivalent to one share of common stock upon vesting.

(6) Restricted Stock Units ("RSUs") award granted 1/26/2016 under the 2014 Long-Term Incentive Plan. RSUs vest ratably over 4 years, beginning 5/8/2017. Each RSU is equivalent to one share of common stock upon vesting.

(7) Restricted Stock Units ("RSUs") award granted 1/30/2017 under the 2014 Long-Term Incentive Plan. RSUs vest ratably over 4 years, beginning 5/8/2018. Each RSU is equivalent to one share of common stock upon vesting.

(8) Restricted Stock Units ("RSUs") award granted 1/30/2018 under the 2014 Long-Term Incentive Plan. RSUs vest ratably over 4 years, beginning 5/8/2019. Each RSU is equivalent to one share of common stock upon vesting.

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- (9) Restricted Stock Units ("RSUs") award granted 1/31/2019 under the 2014 Long-Term Incentive Plan. RSUs vest ratably over 4 years, beginning 5/8/2020. Each RSU is equivalent to one share of common stock upon vesting.

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

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