

HARTE HANKS INC
Form SC 13D/A
May 24, 2018

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

SCHEDULE 13D/A
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)
(Amendment No. 3)1

Harte Hanks, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

416196202
(CUSIP Number)

GREG LEMPEL
1177 West Loop South, Suite 1625
Houston, Texas 77027
713-482-2196
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 22, 2018
(Date of Event Which Requires Filing of This Statement)

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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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

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. 416196202

NAME OF
REPORTING
1 PERSON

BLR Partners LP
CHECK THE
APPROPRIATE
BOX IF A

2 MEMBER OF A
GROUP
(a) (b)

3 SEC USE ONLY

4 SOURCE OF
FUNDS

WC
CHECK BOX IF
DISCLOSURE OF
LEGAL
PROCEEDINGS
5 IS REQUIRED
PURSUANT TO
ITEM 2(d) OR 2(e)

CITIZENSHIP OR
PLACE OF
6 ORGANIZATION

TEXAS

| | | |
|--------------|---------|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | 578,835 | |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | - 0 - | |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | 578,835 | |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| WITH | - 0 - | |

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY
11 EACH
REPORTING
PERSON

578,835
CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
12 ROW (11)
EXCLUDES
CERTAIN
SHARES

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

9.3%
TYPE OF
REPORTING
14 PERSON

PN

CUSIP NO. 416196202

- NAME OF REPORTING
1 PERSON
- BLRPart, LP
CHECK THE APPROPRIATE BOX IF A
2 MEMBER OF A GROUP
(a) (b)
- 3 SEC USE ONLY
- SOURCE OF FUNDS
4
- AF
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
5 IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
- CITIZENSHIP OR PLACE OF ORGANIZATION
6
- TEXAS

| | | |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | 578,835 |
| | 8 | SHARED VOTING POWER |
| | | - 0 - |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 578,835 |
| | 10 | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

578,835

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

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

9.3%

14 TYPE OF
REPORTING
PERSON

PN

CUSIP NO. 416196202

NAME OF
REPORTING

1 PERSON

BLRGP Inc.
CHECK THE
APPROPRIATE
BOX IF A

2 MEMBER OF A
GROUP

(a) (b)

3 SEC USE ONLY

SOURCE OF
FUNDS

4

AF
CHECK BOX IF
DISCLOSURE OF
LEGAL
PROCEEDINGS

5 IS REQUIRED
PURSUANT TO
ITEM 2(d) OR 2(e)

CITIZENSHIP OR
PLACE OF

6 ORGANIZATION

TEXAS

| | | |
|--------------|---------|--------------------------|
| NUMBER OF | | SOLE VOTING POWER |
| SHARES | 7 | |
| BENEFICIALLY | 578,835 | |
| OWNED BY | | SHARED VOTING POWER |
| EACH | 8 | |
| REPORTING | - 0 - | |
| PERSON | | SOLE DISPOSITIVE POWER |
| WITH | 9 | |
| | 578,835 | |
| | 10 | SHARED DISPOSITIVE POWER |

- 0 -

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY
11 EACH
REPORTING
PERSON

578,835
CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
12 ROW (11)
EXCLUDES
CERTAIN
SHARES

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

9.3%
TYPE OF
REPORTING
14 PERSON

CO

CUSIP NO. 416196202

1 NAME OF REPORTING PERSON
 Fondren Management, LP
 CHECK THE APPROPRIATE BOX IF A
 2 MEMBER OF A GROUP
 (a) (b)
 3 SEC USE ONLY
 4 SOURCE OF FUNDS
 AF
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
 5 IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 TEXAS

| | | |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | 578,835 |
| | 8 | SHARED VOTING POWER |
| | | - 0 - |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 578,835 |
| | 10 | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

578,835

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

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

9.3%

14 TYPE OF
REPORTING
PERSON

PN

CUSIP NO. 416196202

NAME OF
REPORTING
1 PERSON

FMLP Inc.
CHECK THE
APPROPRIATE
BOX IF A

2 MEMBER OF A
GROUP
(a) (b)

3 SEC USE ONLY

SOURCE OF
4 FUNDS

AF
CHECK BOX IF
DISCLOSURE OF
LEGAL
PROCEEDINGS
5 IS REQUIRED
PURSUANT TO
ITEM 2(d) OR 2(e)

CITIZENSHIP OR
PLACE OF
6 ORGANIZATION

TEXAS

| | | |
|--------------|----|--------------------------|
| | | SOLE VOTING POWER |
| NUMBER OF | 7 | 578,835 |
| SHARES | | SHARED VOTING POWER |
| BENEFICIALLY | 8 | - 0 - |
| OWNED BY | | SOLE DISPOSITIVE POWER |
| EACH | 9 | 578,835 |
| REPORTING | | SHARED DISPOSITIVE POWER |
| PERSON | 10 | - 0 - |
| WITH | | |

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY
11 EACH
REPORTING
PERSON

578,835
CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
12 ROW (11)
EXCLUDES
CERTAIN
SHARES

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

9.3%
TYPE OF
REPORTING
14 PERSON

CO

CUSIP NO. 416196202

1 NAME OF REPORTING PERSON
 The Radoff Family Foundation
 CHECK THE APPROPRIATE BOX IF A
 2 MEMBER OF A GROUP
 (a) (b)
 3 SEC USE ONLY
 4 SOURCE OF FUNDS
 WC
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
 5 IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
 CITIZENSHIP OR PLACE OF ORGANIZATION
 6 TEXAS

| | | |
|---|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | 22,000 |
| | 8 | SHARED VOTING POWER |
| | | - 0 - |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 22,000 |
| | 10 | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

22,000

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

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

0.4%

14 TYPE OF
REPORTING
PERSON

CO

CUSIP NO. 416196202

NAME OF
REPORTING
1 PERSON

Bradley L. Radoff
CHECK THE
APPROPRIATE
BOX IF A
2 MEMBER OF A
GROUP
(a) (b)

3 SEC USE ONLY

SOURCE OF
4 FUNDS

AF
CHECK BOX IF
DISCLOSURE OF
LEGAL
PROCEEDINGS
5 IS REQUIRED
PURSUANT TO
ITEM 2(d) OR 2(e)

CITIZENSHIP OR
PLACE OF
6 ORGANIZATION

USA

| | | |
|--------------|----|--------------------------|
| | | SOLE VOTING POWER |
| NUMBER OF | 7 | 600,835 |
| SHARES | | SHARED VOTING POWER |
| BENEFICIALLY | 8 | - 0 - |
| OWNED BY | | SOLE DISPOSITIVE POWER |
| EACH | 9 | 600,835 |
| REPORTING | | SHARED DISPOSITIVE POWER |
| PERSON | 10 | - 0 - |
| WITH | | |

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY
11 EACH
REPORTING
PERSON

600,835
CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
12 ROW (11)
EXCLUDES
CERTAIN
SHARES

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

9.6%
TYPE OF
REPORTING
14 PERSON

IN

The following constitutes Amendment No. 3 to the Schedule 13D filed by the undersigned (“Amendment No. 3”). This Amendment No. 3 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated as follows:

The Shares purchased by BLR Partners and Radoff Foundation were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted. The aggregate purchase price of the 578,835 Shares held directly by BLR Partners is approximately \$5,991,347, including brokerage commissions. The aggregate purchase price of the 22,000 Shares held directly by Radoff Foundation is approximately \$218,036, including brokerage commissions.

Item 4. Purpose of Transaction.

Item 4 is hereby supplemented and superseded, as the case may be, as follows:

This Amendment No. 3 is being filed to report acquisitions of beneficial ownership of Shares in an amount equal to one percent or more of the Issuer’s outstanding Shares since the previous Schedule 13D amendment. The disclosure in Item 5(c) below regarding transactions in Shares effected during the previous 60 days is incorporated by reference herein.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated as follows:

The aggregate percentage of Shares reported as beneficially owned by each person named herein is based upon 6,256,504 Shares outstanding as of April 15, 2018, which is the total number of Shares outstanding as reported in the Issuer’s Form 10-Q filed with the Securities and Exchange Commission on May 11, 2018.

A. BLR Partners

(a) As of the close of business on May 23, 2018, BLR Partners beneficially owned 578,835 Shares.

Percentage: Approximately 9.3%

(b) 1. Sole power to vote or direct vote: 578,835

2. Shared power to vote or direct vote: 0

3. Sole power to dispose or direct the disposition: 578,835

4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by BLR Partners since the filing of the previous Schedule 13D amendment are set forth in Schedule A and are incorporated herein by reference.

B. BLRPart GP

(a) BLRPart GP, as the general partner of BLR Partners, may be deemed the beneficial owner of the 578,835 Shares beneficially owned by BLR Partners.

Percentage: Approximately 9.3%

- (b)1. Sole power to vote or direct vote: 578,835
- 2. Shared power to vote or direct vote: 0
- 3. Sole power to dispose or direct the disposition: 578,835
- 4. Shared power to dispose or direct the disposition: 0

BLRPart GP has not entered into any transactions in Shares since the filing of the previous Schedule 13D (c)amendment. The transactions in the Shares on behalf of BLR Partners since the filing of the previous Schedule 13D amendment are set forth in Schedule A and are incorporated herein by reference.

C. BLRGP

- (a) BLRGP, as the general partner of BLRPart GP, may be deemed the beneficial owner of the 578,835 Shares beneficially owned by BLR Partners.

Percentage: Approximately 9.3%

- (b)1. Sole power to vote or direct vote: 578,835
- 2. Shared power to vote or direct vote: 0
- 3. Sole power to dispose or direct the disposition: 578,835
- 4. Shared power to dispose or direct the disposition: 0

BLRGP has not entered into any transactions in Shares since the filing of the previous Schedule 13D amendment. (c)The transactions in the Shares on behalf of BLR Partners since the filing of the previous Schedule 13D amendment are set forth in Schedule A and are incorporated herein by reference.

D. Fondren Management

- (a) Fondren Management, as the investment manager of BLR Partners, may be deemed the beneficial owner of the 578,835 Shares beneficially owned by BLR Partners.

Percentage: Approximately 9.3%

- (b)1. Sole power to vote or direct vote: 578,835
- 2. Shared power to vote or direct vote: 0
- 3. Sole power to dispose or direct the disposition: 578,835
- 4. Shared power to dispose or direct the disposition: 0

(c)Fondren Management has not entered into any transactions in Shares since the filing of the previous Schedule 13D amendment. The transactions in the Shares on behalf of BLR Partners since the filing of the previous Schedule

13D amendment are set forth in Schedule A and are incorporated herein by reference.

E.FMLP

- (a) FMLP, as the general partner of Fondren Management, may be deemed the beneficial owner of the 578,835 Shares beneficially owned by BLR Partners.
-

Percentage: Approximately 9.3%

- (b)1. Sole power to vote or direct vote: 578,835
- 2. Shared power to vote or direct vote: 0
- 3. Sole power to dispose or direct the disposition: 578,835
- 4. Shared power to dispose or direct the disposition: 0

FMLP has not entered into any transactions in Shares since the filing of the previous Schedule 13D amendment.
(c) The transactions in the Shares on behalf of BLR Partners since the filing of the previous Schedule 13D amendment are set forth in Schedule A and are incorporated herein by reference.

F. Radoff Foundation

(a) As of the close of business on May 23, 2018, Radoff Foundation beneficially owned 22,000 Shares.

Percentage: Approximately 0.4%

- (b)1. Sole power to vote or direct vote: 22,000
- 2. Shared power to vote or direct vote: 0
- 3. Sole power to dispose or direct the disposition: 22,000
- 4. Shared power to dispose or direct the disposition: 0

(c) Radoff Foundation has not entered into any transactions in Shares since the filing of the previous Schedule 13D amendment.

G. Mr. Radoff

Mr. Radoff, as the sole shareholder and sole director of each of BLRGP and FMLP and a director of Radoff Foundation, may be deemed the beneficial owner of the (i) 578,835 Shares beneficially owned by BLR Partners and (ii) 22,000 Shares beneficially owned by Radoff Foundation.

Percentage: Approximately 9.6%

- (b)1. Sole power to vote or direct vote: 600,835
- 2. Shared power to vote or direct vote: 0
- 3. Sole power to dispose or direct the disposition: 600,835
- 4. Shared power to dispose or direct the disposition: 0

(c)

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Mr. Radoff has not entered into any transactions in Shares since the filing of the previous Schedule 13D amendment. The transactions in Shares on behalf of BLR Partners since the filing of the previous Schedule 13D amendment are set forth in Schedule A and are incorporated herein by reference.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, Shares.

(e) Not applicable.

SIGNATURES

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

Dated: May 24, 2018

BLR Partners LP

By: BLRPart, LP
General Partner

By: BLRGP Inc.
General Partner

By: /s/ Bradley L. Radoff
Name: Bradley L. Radoff
Title: Sole Director

BLRPart, LP

By: BLRGP Inc.
General Partner

By: /s/ Bradley L. Radoff
Name: Bradley L. Radoff
Title: Sole Director

BLRGP Inc.

By: /s/ Bradley L. Radoff
Name: Bradley L. Radoff
Title: Sole Director

Fondren Management, LP

By: FMLP Inc.
General Partner

By: /s/ Bradley L. Radoff
Name: Bradley L. Radoff
Title: Sole Director

FMLP Inc.

By: /s/ Bradley L. Radoff
Name: Bradley L. Radoff
Title: Sole Director

The Radoff Family
Foundation

By: /s/ Bradley L. Radoff
Name: Bradley L. Radoff
Title: Director

/s/ Bradley L. Radoff
Bradley L. Radoff

SCHEDULE A

Except as previously disclosed in this Schedule 13D, as amended, the following tables sets forth all transactions by the Reporting Persons with respect to Shares effected in the last 60 days, inclusive of any transactions effected through 4:00 p.m., New York City time, on May 23, 2018. Except as otherwise noted below, all such transactions were purchases of Shares effected in the open market, and the table includes commissions paid in per share prices.

| Nature of Transaction | Securities Purchased/(Sold) | Price per Share (\$) | Date of Purchase / Sale |
|------------------------|--------------------------------|----------------------|----------------------------|
| <u>BLR PARTNERS LP</u> | | | |
| Purchase of Shares | 18,404 | 10.077 | 5/11/2018 |
| Purchase of Shares | 7,797 | 10.485 | 5/14/2018 |
| Purchase of Shares | 2,839 | 10.567 | 5/15/2018 |
| Purchase of Shares | 2,361 | 10.443 | 5/17/2018 |
| Purchase of Shares | 10,926 | 10.943 | 5/18/2018 |
| Purchase of Shares | 10,000 | 11.156 | 5/21/2018 |
| Purchase of Shares | 15,984 | 11.054 | 5/22/2018 |
| Purchase of Shares | 10,825 | 11.025 | 5/23/2018 |