

HAVERTY FURNITURE COMPANIES INC  
 Form 4  
 March 14, 2017

**FORM 4**

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

OMB APPROVAL

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**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

(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  
 (Street)

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

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| 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  | 34,815   | D   |
| Common Stock                    | 03/10/2017                           |  | G                              | V 2,000   | D \$ 0  | 32,815   | D   |
|                                 |                                      |  |                                |   |   | 87,036   | D   |

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|                            |                        |   |                                      |  |
|----------------------------|------------------------|---|--------------------------------------|--|
| Class A<br>Common<br>Stock |                        |   |                                      |  |
| Class A<br>Common<br>Stock | 1,950                  | I | By Spouse                            |  |
| Class A<br>Common<br>Stock | 603,497 <sup>(2)</sup> | I | By Villa<br>Clare, LP                |  |
| Class A<br>Common<br>Stock | 603,497 <sup>(2)</sup> | I | By West<br>Wesley,<br>LLC            |  |
| Common<br>Stock            | 7,850 <sup>(3)</sup>   | I | By Georgia<br>Limited<br>Partnership |  |

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

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

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| SMITH CLARENCE H<br>780 JOHNSON FERRY RD.<br>SUITE 800<br>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

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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.

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