

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

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

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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

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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).

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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

		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

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 -

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

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

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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.

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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.

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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

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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