HAVERTY FURNITURE COMPANIES INC
Form 10-Q
May 05, 2014

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

FORM 10-Q

(Mark One

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2014

OR

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number: 1-14445

HAVERTY FURNITURE COMPANIES, INC.
(Exact name of registrant as specified in its charter)

Maryland	58-0281900
(State of incorporation)	(I.R.S. Employer Identification No.)
780 Johnson Ferry Road, Suite 800	
Atlanta, Georgia	30342
(Address of principal executive office)	(Zip Code)

(404) 443-2900
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	¨	Accelerated filer	x

Non-accelerated filer	¨	Smaller reporting company	¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

The numbers of shares outstanding of the registrant’s two classes of $1 par value common stock as of April 30, 2014, were: Common Stock – –––––20,343,725; Class A Common Stock – 2,171,500.

HAVERTY FURNITURE COMPANIES, INC.
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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

HAVERTY FURNITURE COMPANIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except per share data)

	March 31, 2014	December 31, 2013
Assets		
Current assets		
Cash and cash equivalents	$84,508	$83,185
Restricted cash and cash equivalents	8,017	7,016
Accounts receivable	7,421	8,172
Inventories	95,964	91,483
Prepaid expenses	6,853	6,494
Other current assets	2,796	4,349
Total current assets	205,559	200,699
Accounts receivable, long-term	752	832
Property and equipment	187,850	189,242
Deferred income taxes	13,203	13,253
Other assets	14,479	13,829
Total assets	$421,843	$417,855
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable	$18,082	$21,810
Customer deposits	24,745	19,008
Accrued liabilities	32,208	36,338
Current portion of lease obligations	1,012	959
Total current liabilities	76,047	78,115
Lease obligations, less current portion	15,916	16,196
Other liabilities	26,270	25,280
Commitments	—	—
Total liabilities	118,233	119,591
Stockholders' equity		
Capital Stock, par value $1 per share		
Preferred Stock, Authorized – 1,000 shares; Issued: None		
Common Stock, Authorized – 50,000 shares; Issued: 2014 – 28,072; 2013 – 27,853;	28,072	27,853
Convertible Class A Common Stock, Authorized – 15,000 shares; Issued: 2014 – 2,696; 2013 – 2,915	2,696	2,915
Additional paid-in capital	78,331	77,406
Retained earnings	285,561	281,222
Accumulated other comprehensive loss	(15,330	(15,412)
Less treasury stock at cost – Common Stock (2014 and 2013 – 7,731) and Convertible Class A Common Stock (2014 and 2013 – 522)	(75,720	(75,720)
Total stockholders' equity	303,610	298,264

Total liabilities and stockholders' equity	$421,843	$417,855

See notes to these condensed consolidated financial statements.

HAVERTY FURNITURE COMPANIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(In thousands, except per share data – Unaudited)

	Three Months Ended March 31, 2014	Three Months Ended March 31, 2013
Net sales	$ 181,737	$ 186,090
Cost of goods sold	83,875	85,781
Gross profit	97,862	100,309
Credit service charges	81	86
Gross profit and other revenue	97,943	100,395
Expenses:		
Selling, general and administrative	87,674	86,662
Interest, net	273	278
Provision for doubtful accounts	48	13
Other (income) expense, net	(8)	(8)
	87,987	86,945
Income before income taxes	9,956	13,450
Income tax expense	3,827	5,190
Net income	$ 6,129	$ 8,260
Basic earnings per share:		
Common Stock	$ 0.27	$ 0.37
Class A Common Stock	$ 0.26	$ 0.35
Diluted earnings per share:		
Common Stock	$ 0.27	$ 0.36
Class A Common Stock	$ 0.26	$ 0.34
Basic weighted average shares outstanding:		
Common Stock	20,157	19,717
Class A Common Stock	2,358	2,781
Diluted weighted average shares outstanding:		
Common Stock	22,928	22,955
Class A Common Stock	2,358	2,781
Cash dividends per share:		
Common Stock	$ 0.080	$ 0.0400
Class A Common Stock	$ 0.075	$ 0.0375

See notes to these condensed consolidated financial statements.

HAVERTY FURNITURE COMPANIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands – Unaudited)

	Three Months Ended March 31, 2014	Three Months Ended March 31, 2013
Net income	$ 6,129	$ 8,260
Other comprehensive income		
Defined benefit pension plans:		
Amortization of prior service cost	32	32
Amortization of net loss	50	266
Total other comprehensive income, net of tax	82	298
Comprehensive income	$ 6,211	$ 8,558

See notes to these condensed consolidated financial statements.

HAVERTY FURNITURE COMPANIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands – Unaudited)

	Three Months Ended March 31, 2014	Three Months Ended March 31, 2013
Cash Flows from Operating Activities:		
Net income	$ 6,129	$ 8,260
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	5,380	5,342
Share-based compensation expense	926	803
Provision for doubtful accounts	48	13
Other	120	(216)
Changes in operating assets and liabilities:		
Accounts receivable	783	586
Inventories	(4,481)	(665)
Customer deposits	5,737	(104)
Other assets and liabilities	1,664	(1,454)
Accounts payable and accrued liabilities	(7,858)	(7,176)
Net cash provided by operating activities	8,448	5,389
Cash Flows from Investing Activities:		
Capital expenditures	(4,518)	(3,972)
Restricted cash and cash equivalents	(1,000)	(1)
Proceeds from sale of assets	409	2
Net cash used in investing activities	(5,109)	(3,971)
Cash Flows from Financing Activities:		
Payments on lease obligations	(227)	(216)
Dividends paid	(1,789)	(883)
Net cash used in financing activities	(2,016)	(1,099)
Increase in cash and cash equivalents during the period	1,323	319
Cash and cash equivalents at beginning of period	83,185	53,550
Cash and cash equivalents at end of period	$ 84,508	$ 53,869

See notes to these condensed consolidated financial statements.

HAVERTY FURNITURE COMPANIES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE A – Business and Reporting Policies

Haverty Furniture Companies, Inc. ("Havertys," "the Company," "we," "our," or "us") is a retailer of a broad line of resident furniture in the middle to upper-middle price ranges. We operate all of our stores using the Havertys brand and do not franchise our concept. We operate in one reportable segment, home furnishings retailing. The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and, therefore, do not include all information and footnotes required by U.S. generally accepted accounting principles ("U.S. GAAP") for complete financial statements. The financial statements include the accounts of the Company and its wholly-owned subsidiary. All significant intercompany accounts and transactions have been eliminated in consolidation. We believe all adjustments, normal and recurring in nature, considered necessary for a fair presentation have been included.

The preparation of condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities, and reported amounts of revenue and expenses. Actual results could differ from those estimates.

The Company is subject to various claims and legal proceedings covering a wide range of matters that arise in the ordinary course of its business activities. We believe that any liability that may ultimately result from the resolution of these matters will not have a material adverse effect on our financial condition, results of operations or cash flows.

Changes to U.S. GAAP are established by the Financial Accounting Standards Board (FASB) in the form of accounting standards updates (ASU's) to the FASB's Accounting Standards Codification. The Company considers the applicability and impact of all ASU's. Newly effective ASU's not noted herein were assessed and determined to be either not applicable or are expected to have minimal impact on our consolidated financial position or results of operations.

In the first quarter of 2013, we recorded an out-of-period adjustment related to our historical accrual process for certain vendors' pricing allowances. The non-cash adjustment increased gross profit by $0.8 million or $0.02 per diluted share after tax for the three months ended March 31, 2013. After evaluating the quantitative and qualitative aspects of this correction, management determined that our previously issued quarterly and annual consolidated financial statements were not materially misstated and that the out-of-period adjustment is immaterial to our full year 2013 results.

For further information, refer to the consolidated financial statements and footnotes thereto included in Havertys' Annual Report on Form 10-K for the year ended December 31, 2013.

NOTE B – Restricted Cash and Cash Equivalents

Our insurance carrier requires us to collateralize a portion of our workers' compensation obligations. These escrowed funds are shown as restricted cash and cash equivalents on our consolidated balance sheet and are investments in money market funds held by an agent. The annual agreement with our carrier governing these funds expires on December 31, 2014.

NOTE C – Accounts Receivable

Amounts financed under our in-house credit programs were, as a percent of net sales, approximately 3.3% and 4.0% during the first three months of 2014 and 2013, respectively. The in-house credit program selected most often by our customers is “12 months no interest with equal monthly payments.” The terms of the other programs vary as to payment terms (30 days to three years) and interest rates (0% to 21%). The receivables are collateralized by the merchandise sold.

HAVERTY FURNITURE COMPANIES, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Accounts receivable balances resulting from certain credit promotions have scheduled payment amounts which extend beyond one year. These receivable balances have been historically collected earlier than the scheduled dates. The amounts due per the scheduled payment dates approximate as follows: $7.6 million in one year, $0.7 million in two years, and $0.2 million beyond two years for receivables outstanding at March 31, 2014.

Accounts receivable are shown net of the allowance for doubtful accounts of $0.4 million at March 31, 2014 and December 31, 2013. We provide an allowance utilizing a methodology which considers the balances in problem and delinquent categories of accounts, historical write-offs, existing economic conditions and management judgment. Interest assessments are continued on past-due accounts but no “interest on interest” is recorded. Delinquent accounts are generally written off automatically after the passage of nine months without receiving a full scheduled monthly payment. Accounts are written off sooner in the event of a discharged bankruptcy or other circumstances that make further collections unlikely.

We believe that the carrying value of existing customer receivables, net of allowances, approximates fair value because of their short average maturity. Concentrations of credit risk with respect to customer receivables are limited due to the large number of customers comprising our account base and their dispersion across 16 states.

NOTE D – Interim LIFO Calculations

An actual valuation of inventory under the LIFO method can be made only at the end of each year based on actual inventory levels. Accordingly, interim LIFO calculations must necessarily be based on management’s estimates. Since these estimates may be affected by factors beyond management’s control, interim results are subject to change based upon the final year-end LIFO inventory valuations.

NOTE E – Income Taxes

Our tax provision for interim periods is determined using an estimate of our annual effective tax rate, adjusted for discrete items, if any, that are taken into account in the relevant period. Each quarter we update our estimate of the annual effective tax rate, and if our estimated tax rate changes, we make a year to date adjustment.

Our effective tax rates for the three months ended March 31, 2014 and 2013 were 38.4% and 38.6%, respectively. The primary difference in the effective rate and the statutory rate is due to state income taxes.

NOTE F – Fair Value of Financial Instruments

The fair values of our cash and cash equivalents, restricted cash and cash equivalents, accounts receivable, accounts payable and customer deposits approximate their carrying values due to their short-term nature. The assets related to our self-directed, non-qualified deferred compensation plans for certain executives and employees are valued using quoted market prices multiplied by the number of shares held, a Level 1 valuation technique. The assets related to our deferred compensation plans totaled approximately $2.4 million at March 31, 2014 and $2.1 million at December 31, 2013 and are included in other assets. The related liability of the same amount is included in other liabilities.

NOTE G – Pension Plans

We have a defined benefit pension plan covering substantially all employees hired on or before December 31, 2005. The pension plan was closed to any employee hired after that date. The benefits are based on years of service and the employee's final average compensation. Effective January 1, 2007, no new benefits are earned under this plan for additional years of service after December 31, 2006.

HAVERTY FURNITURE COMPANIES, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

We also have a non-qualified, non-contributory supplemental executive retirement plan (SERP) for employees whose retirement benefits are reduced due to their annual compensation levels. The SERP limits the total amount of annual retirement benefits that may be paid to a participant in the SERP from all sources (Retirement Plan, Social Security and the SERP) to $125,000. The SERP is not funded so we pay benefits directly to participants.

Net pension costs included the following components (in thousands):

	Three Months Ended March 31, 2014	Three Months Ended March 31, 2013
Service cost-benefits earned during period	$ 31	$ 27
Interest cost on projected benefit obligations	954	877
Expected return on plan assets	(1,214)	(1,243)
Amortization of prior service costs	52	52
Amortization of actuarial loss	79	428
Net pension costs	$ (98)	$ 141

NOTE H – Stock Based Compensation Plan

As more fully discussed in Note 11 of the notes to the consolidated financial statements in our 2013 Annual Report on Form 10-K, we have awards outstanding for Common Stock under a stock-based employee compensation plan.

The following table summarizes our award activity during the three months ended March 31, 2014:

	Restricted Stock Awards		Stock-Settled Appreciation Rights	
	Shares or Units	Weighted-Average Award Price	Rights	Weighted-Average Award Price
Outstanding at December 31, 2013	437,000	$ 14.46	149,700	$ 15.78
Granted	138,565	28.92	—	
Forfeited	(3,850)	20.80	—	
Outstanding at March 31, 2014	571,715	17.92	149,700	$ 15.78
Exercisable at March 31, 2014	—	—	37,700	$ 8.76

Grants of equity awards are made to certain officers and key employees under the 2004 LTIP Plan. The restrictions on most of the awards generally lapse annually, primarily over four year periods. During 2014, the Company granted 39,890 awards for which the shares ultimately issued will be based upon the achievement of various performance measures. The restricted units earned under most of these awards vest after three years. The compensation is being charged to selling, general and administrative expense over the respective grants' vesting periods, primarily on a straight-line basis. Stock based compensation expense for the three months ended March 31, 2014 was approximately $0.9 million and $0.8 million in 2013. The aggregate intrinsic value of outstanding restricted common stock grants was $17.0 million at March 31, 2014. The aggregate intrinsic value of vested and outstanding stock-settled appreciation rights at March 31, 2014 was approximately $0.8 million and $2.1 million, respectively.

As of March 31, 2014, the remaining unamortized compensation cost related to unvested equity awards was approximately $7.0 million and scheduled to be recognized over a weighted-average period of 2.7 years.

HAVERTY FURNITURE COMPANIES, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE I – Earnings Per Share

We report our earnings per share using the two-class method. The income per share for each class of common stock is calculated assuming 100% of our earnings are distributed as dividends to each class of common stock based on their contractual rights.

The Common Stock of the Company has a preferential dividend rate of at least 105% of the dividend paid on the Class A Common Stock. The Class A Common Stock, which has ten votes per share as opposed to one vote per share for the Common Stock (on all matters other than the election of directors), may be converted at any time on a one-for-one basis into Common Stock at the option of the holder of the Class A Common Stock.

The following is a reconciliation of the earnings and number of shares used in calculating the diluted earnings per share for Common Stock and Class A Common Stock (in thousands):

	Three Months Ended March 31,	
	2014	2013
Numerator:		
Common:		
Distributed earnings	$ 1,610	$ 780
Undistributed earnings	3,905	6,503
Basic	5,515	7,283
Class A Common earnings	614	977
Diluted	$ 6,129	$ 8,260
Class A Common:		
Distributed earnings	$ 179	$ 103
Undistributed earnings	435	874
	$ 614	$ 977
Denominator:		
Common:		
Weighted average shares outstanding - basic	20,157	19,717
Assumed conversion of Class A Common Stock	2,358	2,781
Dilutive options, awards and common stock equivalents	413	457
Total weighted-average diluted Common Stock	22,928	22,955
Class A Common:		
Weighted average shares outstanding	2,358	2,781

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Net Sales

Our sales are generated by customer purchases of home furnishings. Revenue is recognized upon delivery to the customer.

The following outlines our sales and comp-store sales increases and decreases for the periods indicated (dollars in millions, amounts and percentages may not always add to totals due to rounding):

	2014					2013				
		Net Sales		Comp-Store Sales			Net Sales		Comp-Store Sales	
Period	Total Dollars	% Change	$ Change	% Change	$ Change	Total Dollars	% Change	$ Change	% Change	$ Change
Q1	$ 181.7	(2.3)%	$ (4.4)	(0.9)%	$ (1.6)	$ 186.1	13.8 %	$ 22.5	11.5 %	$ 18.7

Stores are non-comparable if open for less than one year or if the selling square footage has been changed significantly during the past 12 full months. Large clearance sales events from warehouse or temporary locations are excluded from comparable store sales as are periods when stores are closed.

The severe winter weather during the first quarter of 2014 impacted approximately 75% of our locations. Our 30 most southern locations which were not affected posted increased comparable store sales of 7.3% for the quarter.

Our average written ticket continues to grow and for the first quarter was up 5.1% over the prior year corresponding period and up 3.3% sequentially. This growth was driven by product mix and our in-home design program. The custom order segment of our upholstery continued to show strength in the first quarter of 2014 as written business increased 11.0%.

Gross Profit

Gross profit for the first quarter of 2014 was 53.8%, up 30 basis points compared to the prior year period. In the first quarter of 2013 gross profit was 53.5%, excluding the 45 basis point positive impact of an $0.8 million or $0.02 per share out-of-period adjustment.

Factors in generating the improvement in gross profit were: our expansion of upper-middle price point products in our assortment, our focus on pricing discipline, and continued favorable trends for inbound ocean freight costs.

We plan to remain competitive, but not overly aggressive with our pricing structure. We expect our gross profit for the 2014 year will be 53.8% barring the effect of LIFO accounting for any future changes in landed merchandise costs.

Substantially all of our occupancy and home delivery costs are included in selling, general and administrative expenses as are a portion of our warehousing expenses. Accordingly, our gross profit may not be comparable to those entities that include these costs in cost of goods sold.

Selling, General and Administrative Expenses

Selling, general and administrative (“SG&A”) expenses are comprised of five categories: selling; occupancy; delivery and certain warehousing costs; advertising and marketing; and administrative.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Total SG&A dollars for the first quarter of 2014 increased $1.0 million compared to the prior year period. We had higher planned expenditures for advertising and marketing in the first three months of 2014 compared to 2013 and ran fewer vendor supported events in 2014 resulting in a $0.6 million increase in expense. Our warehouse and delivery expense rose $0.9 million in the current year period as personnel and insurance costs increases together with some disruptions from winter storms were not offset by reductions from slightly fewer deliveries. Our administrative expenses declined $0.4 million as increased wages, stock compensation expense and travel costs were offset by reductions in incentive compensation.

Our fixed and discretionary type expenses within SG&A costs for the full year 2014 are expected to be approximately $231 million to $234 million versus the $224 million for the same costs in 2013. These expenses are expected to be incurred at a slightly higher rate in the second half of the year. The variable costs within SG&A for the full year 2014 are anticipated to be 17.0% to 17.2% as a percent of sales.

Liquidity and Capital Resources

Our primary cash requirements include working capital needs, contractual obligations, benefit plan contributions, income tax obligations and capital expenditures. We have funded these requirements primarily through cash generated from operations. We have no funded debt and our lease obligations are primarily due to arrangements that are not considered capital leases but must be recorded on our balance sheets. We believe funds generated from our expected results of operations and available cash and cash equivalents will be sufficient to fund our primary obligations, dividends, stock repurchases and complete capital projects that we have underway or currently contemplate.

We also have a $50.0 million revolving credit facility. Availability fluctuates under a borrowing base calculation and is reduced by outstanding letters of credit. The borrowing base was $50.0 million and there were no outstanding letters of credit at March 31, 2014. Amounts available are based on the lesser of the borrowing base or the $50.0 million line amount and reduced by $6.2 million since a fixed charge coverage ratio test was not met for the immediately preceding twelve months, resulting in a net availability of $43.8 million. There were no borrowed amounts outstanding under the facility at March 31, 2014.

Summary of Cash Activities

Our cash flows provided by operating activities totaled $8.4 million in the first three months of 2014 compared to $5.4 million for the same period of 2013. This increase was primarily due to an increase in customer deposits and a decrease in other current assets and an increase in other liabilities partially offset by increased inventories and lower earnings in 2014. For additional information about the changes in our assets and liabilities refer to our Balance Sheet Changes discussion.

Our cash flows used in investing activities totaled $5.1 million in the first three months of 2014 versus $4.0 million for the same period of 2013. This increase was primarily due to increased funds held in an escrow account as collateral for our insurance coverages.

Financing activities used cash of $2.0 million in the first three months of 2014 compared to $1.1 million for the same period of 2013. The increase was due to the doubling of the dividend per share paid.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations (Continued)

Balance Sheet Changes for the three Months Ended March 31, 2014

Our balance sheet as of March 31, 2014, as compared to our balance sheet as of December 31, 2013, changed as follows:

- increase in inventories of $4.5 million as is typical for the first quarter;
- decrease in other current assets of $1.6 million primarily due to a lower receivable from our third party credit provider;
- decrease in accounts payable of $3.7 million due to timing of payments and receipt of inventory;
- increase in customer deposits of $5.7 million as special order and undelivered cash sales increased; and
- decrease in accrued liabilities of $4.1 million due to timing of payments partly offset by additional amounts related to insurance.

Store Plans and Capital Expenditures

Planned capital expenditures for 2014 are $35.0 million. We expect to open six new locations in existing markets and complete one major expansion during the year. Three of the new stores are relocations and we plan to close two additional stores at the end of their lease term. These changes will increase selling square footage approximately 1.8% and increase our store count to 120 assuming the store changes occur as planned.

Our current plans for 2015 include opening five stores each in a new market within our distribution network.

Off-Balance Sheet Arrangements

As of March 31, 2014 we had no off-balance sheet arrangements or obligations.

Critical Accounting Estimates

Critical accounting estimates are those that we believe are both significant and that require us to make difficult, subjective or complex judgments, often because we need to estimate the effect of inherently uncertain matters. We base our estimates and judgments on historical experiences and various other factors that we believe to be appropriate under the circumstances. Actual results may differ from these estimates, and we might obtain different estimates if we used different assumptions or conditions. Our critical accounting estimates are identified and described in our annual report on Form 10-K for the year ended December 31, 2013. We had no significant changes in those critical accounting estimates since our last annual report.

Forward-Looking Information

Certain of the statements in this Form 10-Q, particularly those anticipating future performance, business prospects, growth and operating strategies and similar matters, and those that include the words “believes,” “anticipates,” “estimates” or similar expressions constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended. For those statements, Havertys claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. There can be no assurance that the forward-looking statements will be accurate because they are based on many assumptions, which involve risks and uncertainties. The following important factors could cause future results to differ: changes in the economic environment; changes in the housing market; changes in industry conditions; competition; merchandise costs; energy costs; timing and level of capital expenditures; introduction of new products; rationalization of operations; and other risks identified in Havertys' SEC reports and public announcements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

There have been no material changes with respect to our financial instruments and their related market risks since the date of the Company's most recent annual report.

Item 4. Controls and Procedures

As of the end of the period covered by this report, an evaluation was performed under the supervision and with the participation of our management, including the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on that evaluation, our management, including the CEO and CFO, concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by this report to provide reasonable assurance that information required to be disclosed in the reports the Company files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to our management, including the CEO and CFO, as appropriate, to allow timely decisions regarding disclosure.

There were no changes in our internal control over financial reporting that occurred during the quarter ended March 31, 2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2013, which could materially affect our business, financial condition or future results. The risks described in this report and in our Annual Report on Form 10-K are not the only risks facing the Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or future results.

Item 6. Exhibits

(a) Exhibits

The exhibits listed below are filed with or incorporated by reference into this report (those filed with this report are denoted by an asterisk). Unless otherwise indicated, the exhibit number of documents incorporated by reference corresponds to the exhibit number in the referenced documents.

Exhibit Number	Description of Exhibit (Commission File No. 1-14445)
3.1	Articles of Amendment and Restatement of the Charter of Haverty Furniture Companies, Inc. effective May 26, 2006 (Exhibit 3.1 to our Second Quarter 2006 Form 10-Q).
3.2	By-laws of Haverty Furniture Companies, Inc. as amended effective May 12, 2010 (Exhibit 3.2 to our First Quarter 2010 Form 10-Q).
10.1	Haverty Furniture Companies, Inc., Class A Shareholders Agreement, made as of June 5, 2012, by and among, Haverty Furniture Companies, Inc., Villa Clare Partners, L.P., Clarence H. Smith, H5, L.P., Rawson Haverty, Jr., Ridge Partners, L.P. and Frank S. McGaughey (Exhibit 10.1 to our Form 8-K filed June 8, 2012); Parties added to the Agreement and Revised Annex I as of November 1, 2012 – Marital Trust FOB Margaret M. Haverty and Marital Trust B FOB Margaret M. Haverty; Parties added to the Agreement as of December 11, 2012 – Margaret Munnerlyn Haverty Revocable Trust (Exhibit 10.1 to our First Quarter 2013 Form 10-Q); Parties added to the Agreement as of July 5, 2013 – Richard McGaughey (Exhibit 10.1 to our Second Quarter 2013 Form 10-Q).
*31.1	Certification of Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended.
*31.2	Certification of Chief Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended.
*32.1	Certification pursuant to 18 U.S.C. Section 1350.
*101	The following financial information from Haverty Furniture Companies, Inc. Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets at March 31, 2014, and December 31, 2013, (ii) Condensed Consolidated Statements of Income for the three months ended March 31, 2014 and 2013, (iii) Condensed Consolidated Statements of Comprehensive Income for the three months ended March 31, 2014 and 2013, (iv) Condensed Consolidated Statements of Cash Flows for the three months ended March 31, 2014 and 2013, and (v) the Notes to Condensed Consolidated Financial Statements.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

HAVERTY FURNITURE COMPANIES, INC.
(Registrant)

Date: May 5, 2014	By:	/s/ Clarence H. Smith Clarence H. Smith Chairman of the Board, President and Chief Executive Officer (principal executive officer)
	By:	/s/ Dennis L. Fink Dennis L. Fink Executive Vice President and Chief Financial Officer (principal financial and accounting officer)