

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

**FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**



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

Maryland

(State or other jurisdiction of incorporation)

1-14445

(Commission File Number)

58-0281900

(I.R.S. Employer
Identification No.)

**780 Johnson Ferry Road, Suite 800,
Atlanta, Georgia 30342**

(Address of principal executive offices) (Zip Code)

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

**Haverty Furniture Companies, Inc.
Non-Employee Director Compensation Plan**
(Full title of the plan)

Clarence H. Smith,
Chairman of the Board and Chief Executive Officer
Haverty Furniture Companies, Inc.
780 Johnson Ferry Road, Suite 800
Atlanta, Georgia 30342
(404) 443-2900

(Name, address, telephone number, including area code, of agent for service)

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

Large accelerated filer ☐

Non-accelerated filer ☐

Accelerated filer ☒

Smaller reporting company ☐

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

EXPLANATORY NOTE

This registration statement on Form S-8 (the "Registration Statement") relates to the Haverty Furniture Companies, Inc. Non-Employee Director Compensation Plan (the "Compensation Plan"). An aggregate of 500,00 shares of common stock, par value \$1 per share (the "Common Stock") of Haverty Furniture Companies, Inc. (the "Registrant" or the "Company") may be issued under the Compensation Plan. The shareholders of the Company approved the Compensation Plan on May 8, 2023.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I will be sent or given to participants in the plan, as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act"). Consistent with the instructions of Part I of Form S-8, such documents will not be filed with the Securities and Exchange Commission either as part of this Registration Statement or as a prospectus or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus as required by Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents have been previously filed by the Company with the SEC and are hereby incorporated by reference into this Registration Statement as of their respective dates:

- (a) our Annual Report on Form 10-K for the year ended December 31, 2023 filed on March 7, 2024;
- (b) the description of the Company's \$1.00 par value per share common stock contained in Exhibit 4.1 to our Annual Report on Form 10-K for the year ended December 31, 2023 filed on March 7, 2024, and any amendment or report filed for the purpose of updating such description.

All documents filed by the Company subsequent to the date of this Registration Statement pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing such documents.

Any statement contained in the documents incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified, superseded or replaced for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference in this Registration Statement modifies, supersedes or replaces such statement. Any such statement so modified, superseded or replaced shall not be deemed, except as so modified, superseded or replaced, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

The legality of the Common Stock being registered has been passed upon for the Company by Janet E. Taylor, Senior Vice President, General Counsel of the Company. Ms. Taylor is regularly employed by the Company, participates in various employee benefit plans of the Company under which she may receive shares of Common Stock pursuant to equity awards granted thereunder or otherwise, and currently beneficially owns less than 1% of the outstanding shares of Common Stock.

Item 6. Indemnification of Directors and Officers.

The Company is incorporated and organized under the Maryland General Corporation Law (the "GCL"). Our charter (the "Charter") limits the liability of our directors and officers to the Company and our stockholders for money damages to the fullest extent permitted by the GCL with respect to events occurring at the time the person serves as a director or officer of the Company.

The GCL presently permits the liability of directors and officers to a corporation or its stockholders for money damages to be limited, except

- (i) to the extent that it is proved that the person actually received an improper benefit or profit in money, property, or services for the amount of the benefit or profit in money, property, or services actually received or

to the extent that a judgment or other final adjudication adverse to the person is entered in a proceeding based on a finding that the director's or officer's action, or failure to act, was a result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding. The Charter does not limit the ability of us or our stockholders to obtain other relief, such as injunction or rescission.

Article IX of our Amended and Restated Bylaws, (the "Bylaws") provides that we shall indemnify and hold harmless, in the manner and to the fullest extent permitted by law, any person who is or was a party to, or is threatened to be made a party to, any proceeding, whether or not by or in the right of the Company, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was our director or was serving at the request of us as a director. To the fullest extent permitted by law and the Charter, such indemnification shall include reasonable expenses, judgment, fines and amounts paid in settlement and any such expenses may be paid by us in advance of the final disposition of such action, suit or proceeding and without requiring a preliminary determination as to the ultimate entitlement to indemnification.

However, a Maryland corporation may not indemnify for an adverse judgment in a suit by or in the right of the corporation. In addition, the GCL requires a corporation, as a condition to advancing expenses, to obtain (a) a written affirmation by the director or officer of his or her good faith belief that the director or officer has met the standard of conduct necessary for indemnification by such corporation as authorized by the GCL and (b) a written statement by or on behalf of the director or officer to repay the amount paid or reimbursed by such corporation if it shall ultimately be determined that the standard of conduct was not met.

Article IX of the Bylaws further provides that we may, with the approval of our board of directors, provide such indemnification and advancement of expenses as set forth in the above paragraphs to our officers, employees, or agents.

Section 2-418 of the GCL requires a corporation, unless its charter provides otherwise, which the Charter does not, to indemnify a director or officer who has been successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer is made a party by reason of service in that capacity, or in the defense of any claim, issue or matter in the proceeding. Section 2-418 of the GCL generally permits indemnification of any director or officer made a party to any proceedings by reason of service as a director or officer unless it is established that (i) the act or omission of such person was material to the matter giving rise to the proceeding and was committed in bad faith or was the result of active and deliberate dishonesty; (ii) such person actually received an improper personal benefit in money, property or services; or (iii) in the case of any criminal proceeding, such person had reasonable cause to believe that the act or omission was unlawful. The indemnity may include judgments, penalties, fines, settlements and reasonable expenses actually incurred by the director or officer in connection with the proceeding; provided, however, that if the proceeding is one by, or in the right of the corporation, indemnification is not permitted with respect to any proceeding in which the director or officer has been adjudged to be liable to the corporation. In addition, a director or officer may not be indemnified with respect to any proceeding charging improper personal benefit to the director or officer adjudged to be liable on the basis that personal benefit was improperly received. The termination of any proceeding by conviction or upon a plea of nolo contendere or its equivalent or an entry of an order of probation prior to judgment creates a rebuttable presumption that the director or officer did not meet the requisite standard of conduct required for permitted indemnification. The termination of any proceeding by judgment, order or settlement, however, does not create a presumption that the director or officer failed to meet the requisite standard of conduct for permitted indemnification.

Article IX of the By-Laws further provides that the Company may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Company. The Company has purchased directors' and officers' liability insurance covering many of the possible actions and omissions of persons acting or failing to act in such capacities.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following exhibits are filed with or incorporated by reference in this Registration Statement:

Exhibit Number	Description of Exhibit (Commission File No. 1-14445)
4.1	Articles of Amendment and Restatement of the Charter of Haverty Furniture Companies, Inc. effective May 2006 (incorporated by reference to Exhibit 3.1 to our 2006 Second Quarter Form 10-Q).
4.2	By-Laws of Haverty Furniture Companies, Inc., as amended and restated effective February 24, 2023 (incorporated by reference to Exhibit 3.2 to our 2023 Form 10-K).
*5.1	Opinion of Janet E. Taylor as to the legality of securities.
10.1	Haverty Furniture Companies, Inc. Non-Employee Director Compensation Plan (incorporated herein by reference to Exhibit 10.5 to our 2024 Form 10-K).
*23.1	Consent of Grant Thornton LLP, Independent Registered Public Accounting Firm.
*23.2	Consent of Janet E. Taylor (contained in Exhibit 5.1).
*24	Powers of Attorney (set forth on the signature page contained in Part II of this Registration Statement).
*107	Filing Fee Table.

* Filed herewith.

Item 9. Undertakings.

(a) The undersigned Company hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(i)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for the purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(b) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on March 8, 2024.

HAVERTY FURNITURE COMPANIES, INC.

By: **/s/ CLARENCE H. SMITH**

Clarence H. Smith
Chairman of the Board and
Chief Executive Officer

Each person whose signature appears below constitutes and appoints each of Clarence H. Smith, Richard B. Hare, and Janet E. Taylor as his or her true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him and his name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

/s/ CLARENCE H. SMITH

Clarence H. Smith
Chairman of the Board and
Chief Executive Officer
(principal executive officer)

/s/ RICHARD B. HARE

Richard B. Hare
Executive Vice President and
Chief Financial Officer
(principal financial and accounting officer)

/s/ MICHAEL R. COTE

Michael R. Cote
Director

/s/ MYLLE H. MANGUM

Mylle H. Mangum
Director

/s/ L. ALLISON DUKES

L. Allison Dukes
Director

/s/ VICKI R. PALMER

Vicki R. Palmer
Director

/s/ RAWSON HAVERTY, JR.

Rawson Haverty, Jr.
Director

/s/ DEREK G. SCHILLER

Derek G. Schiller
Director

/s/ G. THOMAS HOUGH

G. Thomas Hough
Director (Lead Director)

/s/ AL TRUJILLO

Al Trujillo
Director



March 8, 2024

Haverty Furniture Companies, Inc.
780 Johnson Ferry Road, NE, Suite 800
Atlanta, Georgia 30342

Re: Haverty Furniture Companies, Inc. Form S-8 Registration Statement

Ladies and Gentlemen:

I have acted as counsel for Haverty Furniture Companies, Inc., a Maryland corporation (the “Company”), in connection with the preparation of a Registration Statement on Form S-8 (the “Registration Statement”) to be filed with the Securities and Exchange Commission. The Registration Statement relates to 500,000 shares (the “Shares”) of the Company’s common stock, par value \$1.00 per share to be issued pursuant to the terms of the Haverty Furniture Companies, Inc. Non-Employee Director Compensation Plan (collectively, the “Plan”).

In connection with this opinion, I have examined and relied upon such records, documents, and other instruments as in my judgment are necessary or appropriate to form the basis for the opinions hereinafter set forth. In all such examinations, I have assumed the genuineness of signatures on original documents and the conformity to such original documents of all copies submitted to me as certified, conformed or photographic copies.

For purposes of this opinion, I have assumed that the Shares that may be issued pursuant to the Plan will continue to be duly authorized on the dates of such issuance.

The opinions expressed herein are limited in all respects to the federal laws of the United States of America and laws of the State of Maryland, and no opinion is expressed with respect to the laws of any other jurisdiction or any effect which such laws may have on the opinions expressed herein. This opinion is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein.

March 8, 2024

Page 2

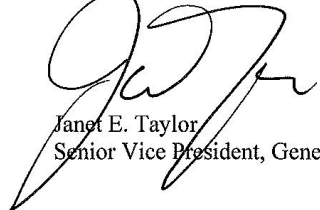
Based upon the foregoing and subject to the limitations, qualifications and assumptions set forth herein, I am of the opinion that:

- a. The Shares are duly authorized; and
- b. When issued pursuant to the Plan, the Shares will be validly issued, fully paid and nonassessable.

This opinion is given as of the date hereof, and I assume no obligation to advise you after the date hereof of facts or circumstances that come to my attention or changes in law that occur which could affect the opinions contained herein. This letter is being rendered solely for the benefit of the Company in connection with the matters addressed herein. This opinion may not be furnished to or relied upon by any person or entity for any purpose without my prior written consent.

I consent to the filing of this opinion as an Exhibit to the Registration Statement to be filed by the Company and to the references to me in such registration statement.

Very truly yours,



Janet E. Taylor
Senior Vice President, General Counsel

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated March 7, 2024 with respect to the consolidated financial statements and internal control over financial reporting of Haverty Furniture Companies, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2023, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

/s/ GRANT THORNTON LLP

Atlanta, Georgia
March 8, 2024

Calculation of Filing Fee Tables
Form S-8
Haverty Furniture Companies, Inc.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price (2)	Maximum Offering Price Per Unit	Fee Rate	Amount of Registration Fee
Equity	Common Stock	Rule 457(c) and Rule 457(h)	500,000 ⁽³⁾ shares	\$ 34.35	\$ 17,175,000	.00014760	\$ 2,535.03
Total Offering Amount					\$ 17,175,000		\$ 2,535.03
Total Fee Offset ⁽⁴⁾							—
Net Fee Due							\$ 2,535.03

- (1) In accordance with Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers such indeterminate number of additional securities as may become issuable under the Registrant's Non-Employee Director Compensation Plan as the result of any future stock splits, stock dividends or similar adjustments of the Common Stock.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act. The maximum price per share and the maximum aggregate offering price are based on the average of the \$34.69 (high) and \$34.00 (low) sales price of the Common Stock as reported on the New York Stock Exchange on March 5, 2024.
- (3) Represents shares reserved for issuance pursuant to future awards under the Registrant's Non-Employee Director Compensation Plan.
- (4) The Registrant does not have any fee offsets.