

# FORM 4

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

OMB APPROVAL  
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[ ] Check this box if no longer  
subject to Section 16. Form 4 or  
Form 5 obligations may  
continue. See Instruction 1(b).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

|   |  |  |   |  |  |   |  |  |
|---|--|--|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person * |  |  | 2. Issuer Name and Ticker or Trading Symbol       |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)  |  |  |
| Gill John Linwood                         |  |  | HAVERTY FURNITURE COMPANIES<br>INC [ HVT ]        |  |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Executive V.P., Merchandising</b> |  |  |
| (Last) (First) (Middle)                   |  |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |   |  |  |
| 780 JOHNSON FERRY ROAD, NE,<br>SUITE 800  |  |  | 2/24/2023   |  |  |   |  |  |
| (Street)                                  |  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |  |
| ATLANTA, GA 30342                         |  |  |   |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |               |               | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|---|------------------------------|---|---|---------------|---------------|---|---|---|
|                                    |                |   | Code                         | V | Amount  | (A) or<br>(D) | Price         |   |   |   |
| Common Stock                       | 2/24/2023      |   | S                            |   | 3612  | D             | \$37.5129 (1) | 11039   | D   |   |
| Common Stock                       | 2/28/2023      |   | M                            |   | 11025   | A             | \$0           | 22064   | D   |   |
| Common Stock                       | 2/28/2023      |   | M                            |   | 1890  | A             | \$0           | 23954   | D   |   |
| Common Stock                       | 2/28/2023      |   | F                            |   | 5567  | D             | \$37.74       | 18387   | D   |   |
| Class A Common Stock               |                |   |                              |   |   |               |               | 7500  | D   |   |

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A. Deemed<br>Execution<br>Date, if any | 4. Trans.<br>Code<br>(Instr. 8) |   | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |     | 6. Date Exercisable<br>and Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|--|-------------------|---|---------------------------------|---|--|-----|--|--------------------|--|----------------------------------|---|--|---|--|
|  |  |                   |   | Code                            | V | (A)  | (D) | Date<br>Exercisable                        | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |   |  |   |  |
| PRSUs 2022                                     | (2)  | 2/24/2023         |   | A                               |   | 5063   |     | (2)  | (2)                | Common<br>Stock  | 5063                             | \$0   | 5063   | D   |  |
| PRSUs.1 2022                                   | (3)  | 2/24/2023         |   | A                               |   | 1234   |     | (3)  | (3)                | Common<br>Stock  | 1234                             | \$0   | 1234   | D   |  |
| PRSUs 2020                                     | (4)  | 2/28/2023         |   | M                               |   | 11025  |     | (4)  | (4)                | Common<br>Stock  | 11025                            | \$0   | 0  | D   |  |
| PRSUs 2020.1                                   | (5)  | 2/28/2023         |   | M                               |   | 1890   |     | (5)  | (5)                | Common<br>Stock  | 1890                             | \$0   | 0  | D   |  |
| PRSUs 2021                                     | (6)  |                   |   |                                 |   |  |     | (6)  | (6)                | Common<br>Stock  | 8218                             |   | 8218   | D   |  |
| PRSUs 2021.1                                   | (7)  |                   |   |                                 |   |  |     | (7)  | (7)                | Common<br>Stock  | 1468                             |   | 1468   | D   |  |
| RSUs 2023                                      | (8)  |                   |   |                                 |   |  |     | (8)  | (8)                | Common<br>Stock  | 2715                             |   | 2715   | D   |  |
| RSUs 2022                                      | (9)  |                   |   |                                 |   |  |     | (9)  | (9)                | Common<br>Stock  | 2600                             |   | 2600   | D   |  |
| RSUs 2021                                      | (10)   |                   |   |                                 |   |  |     | (10)                                       | (10)               | Common<br>Stock  | 1660                             |   | 1660   | D   |  |
| RSUs 2020                                      | (11)   |                   |   |                                 |   |  |     | (11)                                       | (11)               | Common<br>Stock  | 1114                             |   | 1114   | D   |  |
| RSUs 2019                                      | (12)   |                   |   |                                 |   |  |     | (12)                                       | (12)               | Common<br>Stock  | 850                              |   | 850  | D   |  |

#### Explanation of Responses:

- (1) This transaction was executed in multiple trades at prices ranging from \$37.37 to \$37.55. The price above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (2) Performance Restricted Stock Units ("PRSUs") award granted 1/26/2022. Each PRSU represents a contingent right to receive one share of HVT common stock and was earned based on EBITDA for the year ended December 31, 2022, and will vest on February 28, 2025.
- (3) Performance Restricted Stock Units ("PRSUs") award granted 1/26/2022. Each PRSU represents a contingent right to receive one share of HVT common stock and was earned based on consolidated sales for the year ended December 31, 2022, and will vest on February 28, 2025.
- (4) Performance Restricted Stock Units ("PRSUs") award granted 1/23/2020. Each PRSU represents a contingent right to receive one share of HVT common stock and was earned based on EBITDA for the year ended December 31, 2020 and will vest on February 28, 2023.
- (5) Performance Restricted Stock Units ("PRSUs") award granted 1/23/2020. Each PRSU represents a contingent right to receive one share of HVT common stock and was earned based on comparable store sales for the year ended December 31, 2020 and will vest on February 28, 2023.
- (6) Performance Restricted Stock Units ("PRSUs") award granted 1/21/2021. Each PRSU represents a contingent right to receive one share of HVT common stock and was earned based on EBITDA for the year ended December 31, 2021 and will vest on February 28, 2024.
- (7) Performance Restricted Stock Units ("PRSUs") award granted 1/21/2021. Each PRSU represents a contingent right to receive one share of HVT common stock and was earned based on consolidated sales for the year ended December 31, 2021 and will vest on February 28, 2024.
- (8) Restricted Stock Units granted 1/26/2023 and vest ratably over 3 years beginning 5/8/2024. Each RSU is equivalent to one share of common stock upon vesting.
- (9) Restricted Stock Units granted 1/26/2022 and vest ratably over 3 years beginning 5/8/2023. Each RSU is equivalent to one share of common stock upon vesting.
- (10) Restricted Stock Units granted 1/21/2021 and vest ratably over 3 years beginning 5/8/2022. Each RSU is equivalent to one share of common stock upon vesting.
- (11) Restricted Stock Units granted 1/23/2020 and vest ratably over 3 years beginning 5/8/2021. Each RSU is equivalent to one share of common stock upon vesting.
- (12) Restricted Stock Units ("RSUs") award granted 1/31/2019 under the 2014 Long-Term Incentive Plan. RSUs vest ratably over 4 years, beginning 5/8/2020. Each RSU is equivalent to one share of common stock upon vesting.

#### Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                      |       |
|--|---------------|-----------|--------------------------------------|-------|
|  | Director      | 10% Owner | Officer                              | Other |
| <b>Gill John Linwood</b><br><b>780 JOHNSON FERRY ROAD, NE, SUITE 800</b><br><b>ATLANTA, GA 30342</b> |               |           | <b>Executive V.P., Merchandising</b> |       |

#### Signatures

**Jenny H. Parker, Attorney-in-Fact**

**2/28/2023**

**\*\*Signature of Reporting Person**

**Date**

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

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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