

Nemschoff Mark S.
Form 3
August 03, 2009

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *

Â Nemschoff Mark S.

(Last) (First) (Middle)

855 EAST MAIN
AVENUE,Â P.O. BOX 302

(Street)

ZEELAND,Â MIÂ 49464

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

07/22/2009

3. Issuer Name **and** Ticker or Trading Symbol
MILLER HERMAN INC [MLHR]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

2,041,666 ⁽¹⁾

I by holding company

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)	
Contingent Value Rights	06/30/2011	06/30/2011	Common Stock 2,041,666 \$ <u>(2)</u>	I	by holding company

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nemschoff Mark S. 855 EAST MAIN AVENUE P.O. BOX 302 ZEELAND, MI 49464	☒	☐	☐	☐

Signatures

By: Angela C. Burgess For: Mark S.
Nemschoff 08/03/2009

____Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The reporting person acquired the securities on June 24, 2009, in consideration for the equity interests in Nemschoff Chairs, LLC which the Issuer acquired on June 24, 2009. The Purchase Agreement provides that NC Holding Company may receive additional shares of

(1) Issuer common stock, at the fair market value of that stock, or cash, at the option of Issuer, based upon certain revenue targets (the "Success Payment"). The reporting person's right to receive additional shares pursuant to this Success Payment became fixed and irrevocable on June 24, 2009, the effective date of the transaction.

In connection with the transaction referenced in footnote (1), the reporting person acquired a contingent value right for each share of Issuer common stock. Each right is entitled to a payment equal to the amount, if any, by which \$24 exceeds the greater of (a) the fair

(2) market value of the Issuer's common stock on June 30, 2011, and (b) \$13.28 (or, if greater, the per share consideration received in connection with any transfer of the corresponding share of issuer's common stock). The amount payable for each right may be paid, at the option of the Issuer, in shares of Issuer's common stock, at its current fair market value, or cash.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.