

DIXIE GROUP INC
Form SC 13D/A
November 06, 2015

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

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 15)*

THE DIXIE GROUP, INC.
(Name of Issuer)

Common Stock, Par Value \$3.00 Per Share
(Title of Class of Securities)

255579-10-4
(CUSIP Number)

John F. Henry, Jr.
Miller & Martin LLP
1000 Volunteer Building, 832 Georgia Avenue
Chattanooga, TN 37402
423-756-6600

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

November 6, 2015
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Section 240.13d-1(e), 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 Section 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).

**See Explanatory Note that precedes Item 1.

SCHEDULE 13D

CUSIP NO. 255579-10-4

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- NAMES OF REPORTING PERSONS
1. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Daniel K. Frierson
 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)
 3. SEC USE ONLY
 4. SOURCE OF FUNDS (See Instructions)
[PF, 00]
 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)
 6. CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America
- | | | |
|---|-----|-------------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7. | SOLE VOTING POWER
990,688 |
| | 8. | SHARED VOTING POWER
82,715 |
| | 9. | SOLE DISPOSITIVE POWER
681,258 |
| | 10. | SHARED DISPOSITIVE POWER
392,145 |
11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,073,403
 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.68%
 14. TYPE OF REPORTING PERSON
IN

EXPLANATORY NOTE:

This Amendment No. 15 to the Schedule 13D/A filed by Daniel K. Frierson with respect to holdings and transactions in the Common Stock, par value \$3.00 per share (the "Common Stock") and the Class B Common Stock par value \$3.00 per share (the "Class B Common Stock"), of The Dixie Group, Inc., a Tennessee corporation (the "Issuer"), amends and supplements Amendment No. 14 to such Schedule 13D/A, filed by Daniel K. Frierson with the Securities and Exchange Commission on February 6, 2015, and is being filed to reflect the entry by Mr. Frierson into the revised Shareholders' Agreement dated effective November 6, 2015 and to update the reported beneficial ownership of Mr. Frierson.

Item 1. Security and Issuer.

No Change.

Item 2. Identity and Background.

No Change.

Item 3. Source and Amount of Funds or Other Consideration.

Not applicable for purposes of this Amendment No. 15.

Item 4. Purpose of Transaction.

No Change.

Item 5. Interest in Securities of the Issuer.

The information set forth under Item 5(a) is hereby amended and restated in its entirety as follows:

As of the date hereof, Mr. Frierson may be deemed to be the beneficial owner (pursuant to Rule 13d-3) of an aggregate of 1,073,403 shares of Common Stock¹ constituting approximately 6.68% of the 16,079,297 shares of Common Stock deemed to be outstanding as of October 23, 2015.²

The information set forth under Item 5(b) is hereby amended and restated in its entirety as follows:

Mr. Frierson may be deemed to have the sole power to vote 990,688 of the shares of Common Stock for which beneficial ownership is reported.⁴

Mr. Frierson may be deemed to have the sole power to dispose of 681,258 shares of Common Stock.⁵

(1) Includes: (i) 21,368 shares of restricted stock which have not vested, issued as shares of Common Stock, and as to which Mr. Frierson has sole voting and may be deemed to have sole investment power; (ii) options, held by Mr. Frierson, which are exercisable within 60 days of the date hereof, to purchase 110,000 shares of Common Stock, as to which Mr. Frierson may be deemed to have sole voting and sole investment power; (iii) 3,567 shares of Common Stock held by Mr. Frierson in an Individual Retirement Account, as to which he may be deemed to have sole voting and sole investment power; (iv) 796 shares of Common Stock held by Mr. Frierson in a 401K plan, as to which he may be deemed to have sole voting and investment power; (v) 3,263 shares of Common Stock owned outright; (vi) an aggregate of 82,715 shares of Common Stock owned by the children of Daniel K. Frierson, their spouses and his grandchildren as to which he may be deemed to share voting and investment power; and (vii) the deemed conversion of 851,694 shares of Class B Common Stock, held as described in Note 3 below. All such shares of Class B Common Stock are held subject to a shareholder's agreement by and among Mr. Frierson, his wife, his son, Kennedy Frierson and certain of his other children, pursuant to which Mr. Frierson has been granted a proxy to vote such shares until November 6, 2022, so long as they remain shares of Class B Common Stock. Such agreement is described below and attached hereto as Exhibit 99.1. For purposes of this report, Mr. Frierson may be deemed to have sole voting and shared investment power with respect to all shares of Common Stock that would result from the conversion of the Class B Common Stock held by his children, their spouses, his grandchildren, and his wife. He expressly disclaims beneficial ownership of the shares of Common Stock that would result from the conversion of the shares of Class B Common Stock held by his wife, his children, and his grandchildren. For purpose of this report, Mr. Frierson may be deemed to have sole voting power and sole investment power with respect to all shares of Common Stock that would result from the Conversion of the Class B Common Stock that he holds outright and as unvested restricted stock, as well as shares of Class B Common Stock held by him as trustee of the Rowena K. Frierson Charitable Remainder Unitrust.

(2) 961,694 shares of Common Stock are added to the 15,117,603 shares of Common Stock reported as outstanding as of October 23, 2015, to reflect (i) the deemed conversion of the 851,694 shares of Class B Common Stock, which are held as described in Footnote 3 below, and (ii) the deemed exercise of options, which are exercisable within 60 days of the date hereof, to purchase 110,000 shares of Common Stock.

(3) Of the 851,694 shares of Class B Common Stock that may be deemed to be converted to Common Stock, 122,412 of such shares represent restricted stock awards to Mr. Frierson which have been issued as shares of Class B Common Stock, but have not vested. Such shares of Class B Common Stock are convertible, on a share-for-share basis, to shares of Common Stock upon vesting of the underlying award. The remaining 739,082 shares of Class B Common Stock are convertible on a share-for-share basis into shares of Common Stock and are held as follows: (i) 397,305 shares of Class B Common Stock are held directly by Mr. Frierson; (ii) an aggregate of 214,551 shares of Class B Common Stock are held by his children, (including Kennedy Frierson, his son, and certain of his other children) their spouses and his grandchildren; (iii) 94,879 shares of Class B Common Stock are held by his wife; (iv) 5,486 shares of Class B Common Stock held by him as trustee; and (v) 17,061 shares of Class B Common Stock held in an IRA. For purposes of this report, unvested restricted stock awards issued as shares of Class B Common Stock may be deemed to be immediately convertible on a share-for-share basis into shares of Common Stock.

(4) Consists of (i) 851,694 shares of Class B Common Stock that may be deemed to be converted to Common Stock; and (ii) 138,994 shares of Common Stock held as described in Note 1.

(5) Consists of (i) 21,368 shares of restricted stock awards to Mr. Frierson which have not vested, issued as shares of Common Stock; (ii) options, which are exercisable within 60 days of the date hereof to purchase 110,000 shares of Common Stock; (iii) 3,567 shares of Common Stock held by Mr. Frierson in an Individual Retirement account; (iv) 796 shares of Common Stock held in a 401K plan; (v) 3,263 shares of Common Stock held outright; (vi) 397,305 shares of Class B Common Stock held directly by Mr. Frierson and convertible on a share-for-share basis into Common Stock; (vii) 5,486 shares of Class B Common Stock held by him as trustee and convertible into Common Stock on a share-for-share basis; (viii) 17,061 shares of Class B Common Stock held in an IRA; and (ix) 122,412 shares of restricted stock which have not vested.

Mr. Frierson may be deemed to share the power to vote with respect to 82,715 shares of Common Stock, held by his children, their spouses and his grandchildren.

Mr. Frierson may be deemed to share the power to invest with respect to 392,145 shares of Common Stock for which beneficial ownership is reported, including (i) 82,715 shares of Common Stock held by his children, their spouses and his grandchildren; and (ii) the deemed conversion of 214,551 shares of Class B Common Stock, held by his children, their spouses and grandchildren, which are convertible on a share-for-share basis into shares of Common Stock, as noted herein, and 94,879 shares of Class B Common Stock, held by his wife.

The 82,715 shares of Common Stock as to which Mr. Frierson shares voting and investment power are held by his children (Elizabeth Haley Frierson; Rowena F. Barker; James B. Frierson; D. Kennedy Frierson, Jr.; and Emily F. Brown) their spouses, and his grandchildren. Their address for purposes of this filing is 104 Nowlin Lane, Suite 101, Chattanooga, Tennessee 37421.

The 392,145 shares of Common Stock as to which Mr. Frierson may be deemed to share investment power consist of an aggregate of 214,551 shares of Class B Common Stock owned by Mr. Frierson's children (Elizabeth Haley Frierson; D. Kennedy Frierson, Jr.; Rowena F. Barker; James B. Frierson; and Emily F. Brown) their spouses, his grandchildren, 94,879 shares of Class B Common Stock owned by his wife; whose address for purposes of this filing is 104 Nowlin Lane, Suite 101, Chattanooga, Tennessee 37421; and 82,715 shares of Common Stock held by Mr. Frierson's children, their spouses, and grandchildren, as to which Mr. Frierson disclaims beneficial ownership.

None of the aforementioned individuals have, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws. All of the aforementioned individuals are citizens of the United States of America.

Item 6. Material to Be Filed as Exhibits.

99.2 Shareholders' Voting Agreement, dated November 6, 2015.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 6, 2015

/s/ DANIEL K. FRIERSON
Daniel K. Frierson