

BASSETT FURNITURE INDUSTRIES INC  
Form DFRN14A  
April 01, 2008

**Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934**

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14(a)-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Materials Pursuant to §240.14a-12

**Bassett Furniture Industries, Incorporated**

(Name of Registrant as Specified In Its Charter)

Costa Brava Partnership III L.P.  
Roark, Rearden & Hamot, LLC  
Roark, Rearden & Hamot Capital Management, LLC  
David S. Brody  
Neil Chelo  
Eugene I. Davis  
Seth W. Hamot  
Kent F. Heyman  
Peter Hirsch  
Andrew R. Siegel

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- (1) Title of each class of securities to which transaction applies: N/A
- (2) Aggregate number of securities to which transaction applies: N/A
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): N/A
- (4) Proposed maximum aggregate value of transaction: N/A
- (5) Total fee paid: N/A

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identifying the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid: N/A
- 2) Form, Schedule or Registration Statement No.: N/A
- 3) Filing Party: N/A

4) Date Filed: N/A

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**Amendment No. 1**

**EXPLANATORY NOTE**

The purpose of this amendment to the original Definitive Proxy Statement filed March 20, 2008 is 1) to correct a reference to the point in time when Costa Brava Partnership III L.P. attempted to contact Bassett contained in the first paragraph under "Background for Our Solicitation" in the original Definitive Proxy Statement and 2) to supplement disclosure regarding Proposal Two, Reimbursement of Expenses.

**Revision to Background for Our Solicitation**

On January 18, 2008, we tried to contact Robert Spilman, Jr., Bassett's Chief Executive Officer and President, and Paul Fulton, Bassett's Chairman of the Board, to discuss the Costa Brava Nominees and strategies for maximizing shareholder value. Neither Mr. Spilman nor Mr. Fulton returned our calls.

**Supplemental Disclosure Regarding Proposal Two, Reimbursement of Expenses**

Bassett's Bylaws prescribe procedures for a stockholder to follow to bring business before an annual meeting, which include providing notice of such business to Bassett's Secretary no later than 160 days prior to the date of the anniversary of the preceding annual meeting. Because on that date Costa Brava was not a stockholder and did not know that it would be nominating a slate of directors for election to Bassett's Board of Directors, it did not provide notice of its intention to put forth a proposal at the Annual Meeting seeking reimbursement of expenses associated with the solicitation. As a result, the Chairman of the Annual Meeting may declare to the meeting that Proposal Two was not properly brought before the Annual Meeting. If the Chairman of the Annual Meeting does so declare, then Proposal Two will not be considered at the Annual Meeting and your vote on Proposal Two will not be counted. Your vote on the other proposals set forth in this Proxy Statement will not be impacted by whether Proposal Two is permitted to be considered at the Annual Meeting or not.

There are no other revisions or supplements to any other parts of the Definitive Proxy Statement previously filed.

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