

Houston Wire & Cable CO  
Form SC 13D/A  
December 19, 2018  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 2)

HOUSTON WIRE & CABLE COMPANY [HWCC]  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

44244K109  
(CUSIP Number)

David Nierenberg  
The D3 Family Funds  
19605 NE 8th Street  
Camas, WA 98607  
(360) 604-8600

With a copy to:

Christopher P. Davis  
Kleinberg, Kaplan, Wolff & Cohen, P.C.  
551 Fifth Avenue  
New York, NY 10176  
(212) 986-6000

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

December 17, 2018  
(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 that is the subject of this Schedule 13D and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [x].

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NAME OF REPORTING PERSONS

1 The D3 Family Fund, L.P.

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP (See  
Instructions)

2 (a)   
(b)

SEC USE ONLY

3  
4 SOURCE OF FUNDS (See  
Instructions)

WC  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS  
5 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
Washington

NUMBER OF  
SHARES  
BENEFICIALLY

7 SOLE VOTING POWER  
0

OWNED BY  
EACH  
REPORTING

8 SHARED VOTING POWER  
548,879

PERSON  
WITH

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
548,879

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
548,879

12 CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(11)

EXCLUDES CERTAIN SHARES   
]  
PERCENT OF CLASS

13 REPRESENTED BY AMOUNT IN  
ROW (11)  
3.3%

14

TYPE OF REPORTING PERSON

(See Instructions)

PN

---

NAME OF REPORTING PERSONS

1 The D3 Family Bulldog Fund, L.P.

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP (See  
Instructions)

2 (a)   
(b)

SEC USE ONLY

3  
4 SOURCE OF FUNDS (See  
Instructions)  
WC

5 CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF  
ORGANIZATION  
Washington

NUMBER OF  
SHARES  
BENEFICIALLY

7 SOLE VOTING POWER  
0

OWNED BY  
EACH  
REPORTING

8 SHARED VOTING POWER  
1,026,210

PERSON  
WITH

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
1,026,210

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
1,026,210

12 CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(11)

EXCLUDES CERTAIN SHARES   
]  
PERCENT OF CLASS

13 REPRESENTED BY AMOUNT IN  
ROW (11)  
6.2%

14 TYPE OF REPORTING PERSON

PN

---

NAME OF REPORTING PERSONS

1 The DIII Offshore Fund, L.P.

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP (See  
Instructions)

2 (a)   
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (See  
Instructions)

4

WC  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

Bahamas

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
76,346

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
76,346

11

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
76,346

12

CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(11)  
EXCLUDES CERTAIN SHARES   
]

13

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)  
Less than 1%

14

TYPE OF REPORTING PERSON

PN

---

NAME OF REPORTING PERSONS

1 Nierenberg Investment Management  
Company, Inc.

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP (See  
Instructions)

2 (a)   
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (See  
Instructions)

4

WC  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

Washington

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
1,651,135

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
1,651,135

11

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
1,651,135

12

CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(11)  
EXCLUDES CERTAIN SHARES   
]

13

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)  
9.99%



14

TYPE OF REPORTING PERSON  
CO

---

NAME OF REPORTING PERSONS

1 Nierenberg Investment Management  
Offshore, Inc.

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP (See  
Instructions)

2 (a)   
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (See  
Instructions)

4

WC  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

Bahamas

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
76,346

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
76,346

11

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
76,346

12

CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(11)  
EXCLUDES CERTAIN SHARES   
]

13

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)  
Less than 1%

14

TYPE OF REPORTING PERSON  
CO

---

NAME OF REPORTING PERSONS

1 David Nierenberg

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP (See  
Instructions)

2 (a)   
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (See  
Instructions)

4

AF  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

United States of America

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
1,651,135

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
1,651,135

11

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
1,651,135

12

CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(11)  
EXCLUDES CERTAIN SHARES   
]

13

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)  
9.99%

14

TYPE OF REPORTING PERSON  
IN



This Amendment No. 2 to Schedule 13D (this “Amendment”) amends the below-indicated items from the Schedule 13D with respect to the shares of common stock (the “Common Stock”) of Houston Wire & Cable Company, (“HWCC” or “the Company”) previously filed by or on behalf of the Reporting Persons (as defined below) (the “Schedule 13D”), by supplementing such Items with the information below.

Item 4. Purpose of Transaction

Item 4 is hereby amended to add the following:

On December 17, 2018, the Reporting Persons sent a letter to the Chairman of the board of directors of the Issuer, which is filed as an exhibit hereto under Item 7, and is hereby incorporated by reference in this Item 4.

Item 5. Interest in Securities of the Issuer

Item 5(a) is hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 16,523,439 Shares outstanding as of November 1, 2018, which is the total number of Shares outstanding as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 9, 2018.

As of the close of business on the date hereof, the Family Fund individually beneficially owned 548,879 Shares, constituting approximately 3.3% of all of the outstanding Shares.

As of the close of business on the date hereof, the Bulldog Fund individually beneficially owned 1,026,210 Shares, constituting approximately 6.2% of all of the outstanding Shares.

As of the close of business on the date hereof, the Offshore Fund individually beneficially owned 76,346 Shares, constituting less than 1% of all of the outstanding Shares.

By virtue of its relationships with each of the Family Fund, the Bulldog Fund and the Offshore Fund discussed in further detail in Item 2, NIMCO may be deemed to be the beneficial owner of the 1,651,135 Shares, beneficially owned in the aggregate by the Family Fund, the Bulldog Fund and the Offshore Fund, constituting approximately 9.99% of all of the outstanding Shares.

By virtue of its relationships with the Offshore Fund discussed in further detail in Item 2, NIMO may be deemed to be the beneficial owner of the 76,346 Shares, beneficially owned by the Offshore Fund, constituting less than 1% of all of the outstanding Shares.

By virtue of his relationship with NIMCO and NIMO discussed in further detail in Item 2, Mr. Nierenberg may be deemed to be the beneficial owner of the 1,651,135 Shares beneficially owned by NIMCO and NIMO, constituting approximately 9.99% of all of the outstanding Shares.

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The Reporting Persons, in the aggregate, beneficially own 1,651,135 Shares, constituting approximately 9.99% of the outstanding Shares.

Item 5(b) is hereby amended and restated to read as follows:

(b) The Family Fund, NIMCO and Mr. Nierenberg have shared power (i) to vote or direct the vote of, and (ii) to dispose or direct the disposition of, the 548,879 Shares held by the Family Fund.

The Bulldog Fund, NIMCO and Mr. Nierenberg have shared power (i) to vote or direct the vote of, and (ii) to dispose or direct the disposition of, the 1,026,210 Shares held by the Bulldog Fund.

The Offshore Fund, NIMO and Mr. Nierenberg have shared power (i) to vote or direct the vote of, and (ii) to dispose or direct the disposition of, the 76,346 Shares held by the Offshore Fund.

Item 5(c) is hereby amended and restated to read as follows:

(c) During the past sixty (60) days the following purchases of Shares were made by the Reporting Persons named below in open market transaction:

| Fund                      | Transaction Date | Shares Bought | Price |
|---------------------------|------------------|---------------|-------|
| D3 Family Fund LP         | 10/11/2018       | 4,200         | 7.73  |
| D3 Family Fund LP         | 10/15/2018       | 2,327         | 7.92  |
| D3 Family Fund LP         | 10/16/2018       | 29,017        | 7.81  |
| D3 Family Fund LP         | 10/17/2018       | 25,100        | 7.70  |
| D3 Family Fund LP         | 10/18/2018       | 17,483        | 7.71  |
| D3 Family Bulldog Fund LP | 10/18/2018       | 7,517         | 7.71  |
| D3 Family Fund LP         | 10/19/2018       | 9,506         | 7.47  |
| D3 Family Bulldog Fund LP | 10/19/2018       | 6,738         | 7.47  |

Item 7. Material to be filed as Exhibits

Exhibit 99.1: Letter from David Nierenberg and Damon Benedict to the Chairman of the Company, dated December 17, 2018.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in the Statement is true, complete and correct.

D3 Family Fund, L.P., D3 Family Bulldog Fund, L.P., and D3 Family Canadian Fund, L.P.

By: Nierenberg Investment Management Company, Inc.

Its: General Partner

By: /s/ David Nierenberg

December 19, 2018 David Nierenberg, President

DIII Offshore Fund, L.P.

By: Nierenberg Investment Management Offshore, Inc.

Its: General Partner

By: /s/ David Nierenberg

December 19, 2018 David Nierenberg, President

Nierenberg Investment Management  
Company, Inc.

By: /s/ David Nierenberg

December 19, 2018 David Nierenberg, President

Nierenberg Investment Management  
Offshore, Inc.

By: /s/ David Nierenberg

December 19, 2018 David Nierenberg, President

/s/ David Nierenberg

December 19, 2018 David Nierenberg