

Edgar Filing: HALLWOOD GROUP INC - Form SC 13G

HALLWOOD GROUP INC
Form SC 13G
February 14, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G
Under the Securities and Exchange Act of 1934
(Amendment No. _____)

Hallwood Group, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

406364406

(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to
which this Schedule is filed:

- Rule 13d-1 (b)
 Rule 13d-1 (c)
 Rule 13d-1 (d)

* 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 the disclosures provided in a prior cover page.

The information required in 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.)

CUSIP NO. 406364406 13G

1 Name of Reporting Person / IRS Identification Number:
Advisory Research, Inc. / 36-2831881

2 Check the Appropriate Box if a Member of a Group (a) []
(See Instructions) (b) []

3 SEC Use Only

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4 Citizenship or Place of Organization
 Delaware

Number of Shares	5	Sole Voting Power 227804 Shares
Beneficially Owned By	6	Shared Voting Power 0 Shares
Each Reporting Person	7	Dispositive Power 227804 Shares
With	8	Shared Dispositive Power 0 Shares

9 Aggregate Amount Beneficially Owned by Each Reporting Person
 227804 Shares

10 Check if the Aggregate Amount in Row (9) Excludes Certain
 Shares [] (See Instructions)

11 Percent of Class Represented by Amount in Row (9)
 14.977%

12 Type of Reporting Person
 IA

Item 1 (a) Name of Issuer: Hallwood Group, Inc.
Item 1 (b) Name of Issuer's Principal Executive Offices:
 3710 Rawlins, Ste. 1500
 Dallas, TX 75219

Item 2 (a) Person Filing: Advisory Research, Inc.
Item 2 (b) Address: 180 North Stetson St., Suite 5500
 Chicago, IL 60601

Item 2 (c) Citizenship: Advisory Research, Inc. is a
 Delaware Corporation

Item 2 (d) Title of Class of Securities: Common Stock
Item 2 (e) CUSIP Number: 406364406

Item 3 If this statement is filed pursuant to Rules
 13d-1(b) or 13d-2(b), check whether the person
 filing is a:

 (a) [] Broker or Dealer registered under Section

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15 of the Act

- (b) Bank as defined in Section 3(a)(6) of the Act
- (c) Insurance Company as defined in Section 3(a)(19) of the Act
- (d) Investment Company registered under Section 8 of the Investment Company Act
- (e) Investment Advisor in accordance with section 240.13d-1(b)(1)(ii)(E)
- (f) Employee Benefit Plan or Endowment Fund in accordance with section 240.13d-1(b)(1)(ii)(F)
- (g) Parent Holding Company or Control Person in accordance with section 13d-1(b)(1)(ii)(G)
- (h) A savings association as defined in section 3(b) of the Federal Deposit Insurance Act
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940

Item 4 Ownership

- (a) Amount Beneficially Owned:
Advisory Research, Inc. 227804 Shares
- (b) Percent of Class 14.977%
- (c) Number of shares as to which reporting person has:
 - (i) Sole Voting Power 227804 Shares
 - (ii) Shared Voting Power 0 Shares
 - (iii) Sole Dispositive Power 227804 Shares
 - (iv) Shared Dispositive Power 0 Shares

Item 5 Ownership of Five Percent or Less of a Class:
If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

Item 6 Ownership of More than Five Percent on Behalf of Another Person: Not Applicable

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security being Reported on by the Parent Holding Company: Not Applicable

Item 8 Identification and Classification if Members of the Group: Not Applicable

Item 9 Notice of Dissolution of Group: Not Applicable

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Item 10 Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of such securities and were not acquired and are not held in connection with or as a participant in any transaction having such purposes or effect.

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.

02/14/2008

Date

/s/ Brien M. O'Brien

Signature

Brien M. O'Brien, Chairman & CEO

Name/Title

; All other reports filed by Chemical pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since December 31, 2009.

(c) The description of Chemical's common stock, \$1.00 par value per share, which is contained in Chemical's Form 8-A registration statement filed under the Securities Exchange Act of 1934, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by Chemical and the Plan pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 before the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part of this registration statement from the date of filing of such documents.

Item 6. Indemnification of Directors and Officers.

Chemical is obligated under its Restated Articles of Incorporation to indemnify its directors, officers, employees or agents and persons who serve or have served at the request of Chemical as directors, officers, employees, agents or partners of another corporation or other enterprise to the fullest extent permitted under the Michigan Business Corporation Act (the "MBCA").

Sections 561 through 571 of the MBCA contain provisions governing the indemnification of directors and officers by Michigan corporations. That statute provides that a corporation has the power to indemnify a person who was or is a party or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding,

whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed

to the best interests of the corporation or its shareholders, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of an action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of *nolo contendere* or its equivalent, does not, of itself, create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders, and, with respect to a criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Indemnification of expenses (including attorneys' fees) and amounts paid in settlement is permitted in derivative actions, except that indemnification is not allowed for any claim, issue or matter in which such person has been found liable to the corporation unless and to the extent that a court decides indemnification is proper. To the extent that a director or officer has been successful on the merits or otherwise in defense of an action, suit or proceeding, or in defense of a claim, issue or matter in the action, suit or proceeding, the corporation shall indemnify him or her against actual and reasonable expenses (including attorneys' fees) incurred by him or her in connection with the action, suit or proceeding, and any action, suit or proceeding brought to enforce the mandatory indemnification provided under the MBCA. The MBCA permits partial indemnification for a portion of expenses (including reasonable attorneys' fees), judgments, penalties, fines and amounts paid in settlement to the extent the person is entitled to indemnification for less than the total amount.

A determination that the person to be indemnified meets the applicable standard of conduct and an evaluation of the reasonableness of the expenses incurred and amounts paid in settlement shall be made: (i) by a majority vote of a quorum of the board of directors who were not parties or threatened to be made parties to the action, suit or proceeding; (ii) if a quorum cannot be so obtained, by a majority vote of a committee of not less than two disinterested directors; (iii) by independent legal counsel; (iv) by all independent directors not parties or threatened to be made parties to the action, suit or proceeding; or (v) by the shareholders (excluding shares held by interested directors, officers, employees or agents). An authorization for payment of indemnification may be made by: (a) the board of directors by (i) a majority vote of 2 or more directors who are not parties or threatened to be made parties to the action, suit or proceeding, (ii) a majority vote of a committee of 2 or more directors who are not parties or threatened to be made parties to the action, suit or proceeding, (iii) a majority vote of 1 or more "independent directors" who are not parties or threatened to be made parties to the action, suit or proceeding, or (iv) if the corporation lacks the appropriate persons for alternatives (i) through (iii), by a majority vote of the entire board of directors; or (b) the shareholders. Under the MBCA, Chemical may indemnify a director without a determination that the director has met the applicable standard of conduct unless the director received a financial benefit to which he or she was not entitled, intentionally inflicted harm on the corporation or its shareholders, violated Section 551 of the MBCA (which prohibits certain dividends, distributions and loans to insiders of the corporation), or intentionally committed a criminal act. A director may file for a court determination of the propriety of indemnification in any of the situations set forth in the preceding sentence.

In certain circumstances, the MBCA further permits advances to cover such expenses before a final disposition of the proceeding, upon receipt of an undertaking, which need not be secured and which may be accepted without reference to the financial ability of the person to make repayment, by or on behalf of the director, officer, employee or agent to repay such amounts if it shall ultimately be determined that he or she has not met the applicable standard of conduct. If a provision in the articles of incorporation or bylaws, a resolution of the board or shareholders, or an agreement makes indemnification mandatory, then the advancement of expenses is also mandatory, unless the provision, resolution or agreement specifically provides otherwise.

The indemnification provisions of the MBCA are not exclusive of the rights to indemnification under a corporation's articles of incorporation or bylaws or by agreement. However, the total amount of expenses advanced or indemnified from all sources combined may not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided for under the MBCA continues as to a person who ceases to be a director, officer, employee or agent.

The MBCA permits Chemical to purchase insurance on behalf of its directors, officers, employees and agents against liabilities arising out of their positions with Chemical, whether or not such liabilities would be within the above indemnification provisions. Pursuant to this authority, Chemical maintains such insurance on behalf of its directors, officers, employees and agents.

Item 8. Exhibits.

(a) The following exhibits are filed or incorporated by reference as part of this registration statement:

<u>Exhibit Number</u>	<u>Document</u>
4.1	Restated Articles of Incorporation. Previously filed as an exhibit to Chemical's Quarterly Report on Form 10-Q for the quarter ended June 30, 2009 filed with the SEC on August 5, 2009. Here incorporated by reference.
4.2	Bylaws. Previously filed as Exhibit 3.2 to the registrant's Current Report on Form 8-K dated January 20, 2009, filed with the SEC on January 23, 2009. Here incorporated by reference.
4.3	Long Term Debt. Chemical Financial Corporation has outstanding long-term debt which at the time of this report does not exceed 10% of Chemical Financial Corporation's total consolidated assets. Chemical financial corporation agrees to furnish copies of the agreements defining the rights of holders of such long-term debt to the Security and Exchange Commission upon request.
5	Opinion of Warner Norcross & Judd LLP.
23.1	Consent of KPMG LLP.
23.2	Consent of Andrews Hooper & Pavlik P.L.C.
23.3	Consent of Warner Norcross & Judd LLP. Included in Exhibit 5 above.
24	Powers of Attorney.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Midland, State of Michigan, on this 29th day of April, 2010.

CHEMICAL FINANCIAL CORPORATION

By

/s/ David B. Ramaker

David B. Ramaker
Chairman of the Board, CEO, President and Director
(Principal Executive Officer and
duly authorized signatory for the Registrant)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

April 29, 2010

/s/ David B. Ramaker

David B. Ramaker
Chairman of the Board, CEO, President and Director
(Principal Executive Officer)

April 29, 2010

/s/ Lori A. Gwizdala

Lori A. Gwizdala
Executive Vice President, Chief Financial Officer
and Treasurer
(Principal Financial and Accounting Officer)

April 29, 2010

/s/ Gary E. Anderson*

Gary E. Anderson
Director

April 29, 2010

/s/ J. Daniel Bernson*

J. Daniel Bernson
Director

April 29, 2010

/s/ Nancy Bowman*

Nancy Bowman
Director

April 29, 2010

/s/ James A. Currie*

James A. Currie
Director

April 29, 2010

/s/ Thomas T. Huff*

Thomas T. Huff
Director

April 29, 2010

/s/ Michael T. Laethem*

Michael T. Laethem
Director

April 29, 2010

/s/ Geoffery E. Merszei*

Geoffery E. Merszei
Director

April 29, 2010

/s/ Terence F. Moore*

Terence F. Moore
Director

April 29, 2010

/s/ Aloysius J. Oliver*

Aloysius J. Oliver
Director

April 29, 2010

/s/ Larry D. Stauffer*

Larry D. Stauffer
Chairman of the Board and Director

April 29, 2010

/s/ William S. Stavropoulos*

William S. Stavropoulos
Director

April 29, 2010

/s/ Franklin C. Wheatlake*

Franklin C. Wheatlake
Director

*By /s/ Lori A. Gwizdala

Lori A. Gwizdala
Attorney-in-Fact

INDEX TO EXHIBITS

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