

NACCO INDUSTRIES INC
Form SC 13D/A
February 14, 2013
CUSIP No. 629579 20 02

Schedule 13D/A

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D/A

(Rule 13d-101)

Under the Securities Exchange Act of 1934

(Amendment No. 9)¹

NACCO Industries, Inc.

(Name of Issuer)

Class B Common Stock, par value \$1.00 per share

(Title of Class of Securities)

629579 20 02

(CUSIP Number)

Alfred M. Rankin, Jr.

Edgar Filing: NACCO INDUSTRIES INC - Form SC 13D/A

5875 Landerbrook Drive

Cleveland, Ohio 44124-4017

(216) 449-9600

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

February 2013

(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. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

¹ 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).

(Continued on following pages)

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Helen Rankin Butler

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO See Item 3

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 ☐ SOLE VOTING POWER

NUMBER OF

SHARES 0

BENEFICIALLY 8 ☐ SHARED VOTING POWER

OWNED BY

EACH 0

9 ☐ SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10 ☐ SHARED DISPOSITIVE POWER

767,023

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

767,023

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

48.47%

14 TYPE OF REPORTING PERSON*

IN

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Clara T. Rankin Williams
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 OO See Item 3
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 ☐ SOLE VOTING POWER

NUMBER OF

SHARES 0

BENEFICIALLY 8 ☐ SHARED VOTING POWER

OWNED BY

EACH 0

9 ☐ SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10 ☐ SHARED DISPOSITIVE POWER

11 767,023
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

767,023

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

48.47%

14 TYPE OF REPORTING PERSON*

IN

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Alison A. Rankin

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO See Item 3

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER

NUMBER OF

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY

EACH 0

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10 SHARED DISPOSITIVE POWER

885,224

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

885,224

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

55.95%

14 TYPE OF REPORTING PERSON*

IN

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Chloe O. Rankin
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 OO See Item 3
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 ☐ SOLE VOTING POWER

NUMBER OF

SHARES 0

8 ☐ SHARED VOTING POWER
BENEFICIALLY

OWNED BY

EACH 0

9 ☐ SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10 ☐ SHARED DISPOSITIVE POWER

11 864,411
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

864,411

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

54.63%

14 TYPE OF REPORTING PERSON*

IN

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Corbin Rankin
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐ (b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 OO See Item 3
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 ☐ SOLE VOTING POWER

NUMBER OF

SHARES 0

8 ☐ SHARED VOTING POWER
BENEFICIALLY

OWNED BY

EACH 0

9 ☐ SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

WITH 10 ☐ SHARED DISPOSITIVE POWER

859,972

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

859,972

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

54.35%

14 TYPE OF REPORTING PERSON*

IN

This Amendment No. 9 to Amended and Restated Schedule 13D (this **Amendment No. 9**) is hereby filed to update and supplement certain information with respect to beneficial ownership of shares of Class B Common Stock (the **Class B Common**) of NACCO Industries, Inc. (the **Company**) held by Rankin Associates I, L.P., a Delaware limited partnership (the **Partnership**), that appeared in the Amended and Restated Schedule 13D filed by the Reporting Persons on March 27, 2002 (the **Initial Filing**), as amended on October 24, 2002 (the **Amendment No. 1**), as further amended on February 17, 2004 (the **Amendment No. 2**), as further amended on February 15, 2005 (the **Amendment No. 3**), as further amended on February 14, 2006 (the **Amendment No. 4**), as further amended on February 13, 2008 (the **Amendment No. 5**), as further amended on February 16, 2010 (the **Amendment No. 6**), as further amended on February 14, 2011 (the **Amendment No. 7**) and as further amended on February 14, 2012 (the **Amendment No. 8**) (collectively, the **Filings**). This Amendment No. 9 reflects the beneficial ownership of shares of Class B Common by the Reporting Persons. Capitalized items used herein but not defined herein have the meanings assigned to them in the Initial Filing.

Item 2. Identity and Background

(a) - (c) Item 2 of the Filings is hereby amended as follows:

The following new Reporting Persons shall be added:

Helen R. Butler. Ms. Butler's resident address is 7575 Old Mill Road, P.O. Box 477, Gates Mills, Ohio 44040. She is not employed.

Clara T. Rankin Williams. Ms. Williams' resident address is 1654 N. Dayton, Chicago, Illinois 60614. She is a jewelry designer.

Alison A. Rankin. Ms. Rankin's resident address is 1449 Carpenter Road, P.O. Box 550, Gates Mills, Ohio 44040. She is an interior designer.

Chloe O. Rankin. Ms. Rankin's resident address is 36779 Cedar Road, Gates Mills, Ohio 44040-9721. She is not employed.

Corbin Rankin. Ms. Rankin's resident address is 214 Banbury Road, Richmond, Virginia 23221. She is not employed.

Item 5. Interest in Securities of the Issuer

(a) - (b) The information appearing under the heading Item 5. Interest in Securities of the Issuer, which appears in the Filings, is hereby amended as follows:

The following new Reporting Persons shall be added:

Helen R. Butler. Ms. Butler shares the power to dispose of 767,023 shares of Class B Common, which constitutes approximately 48.47% of the Class B Common outstanding on December 31, 2012.

Clara T. Rankin Williams. Ms. Williams shares the power to dispose of 767,023 shares of Class B Common, which constitutes approximately 48.47% of the Class B Common outstanding on December 31, 2012.

Alison A. Rankin. Mrs. Rankin shares the power to dispose of 885,224 shares of Class B Common, which constitutes approximately 55.95% of the Class B Common outstanding on December 31, 2012.

Chloe O. Rankin. Ms. Rankin shares the power to dispose of 864,411 shares of Class B Common, which constitutes approximately 54.63% of the Class B Common outstanding on December 31, 2012.

Corbin Rankin. Ms. Rankin shares the power to dispose of 859,972 shares of Class B Common, which constitutes approximately 54.35% of the Class B Common outstanding on December 31, 2012.

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Item 7. Material to be Filed as Exhibits.

Item 7 of the Initial Filing is hereby amended by adding the following:

Exhibit 9 Joint Filing Agreement.

[Signatures begin on the next page.]

SIGNATURES

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

Date: February 14, 2013

Name: Rankin Associates I, L.P.

By: Main Trust of Alfred M. Rankin created under the Agreement dated as of September 28, 2000, as supplemented, amended and restated, between Alfred M. Rankin, Jr., as trustee, and Alfred M. Rankin, Jr., creating a trust for the benefit of Alfred M. Rankin, Jr. (successor in interest to the Trust created by the Agreement, dated August 30, 1967, as supplemented, amended and restated, between National City Bank, as trustee, and Alfred M. Rankin, Jr., creating a trust for the benefit of Alfred M. Rankin, Jr.), as one of its General Partners

By: /s/ Alfred M. Rankin, Jr.
Alfred M. Rankin, Jr., as Trustee

REPORTING INDIVIDUALS

By: /s/ Alfred M. Rankin, Jr.
Alfred M. Rankin, Jr., on behalf of himself, and
as:

Attorney-in-Fact for Thomas T. Rankin*
Attorney-in-Fact for Claiborne R. Rankin*
Attorney-in-Fact for Roger F. Rankin*
Attorney-in-Fact for Clara L. T. Rankin*
Attorney-in-Fact for Bruce T. Rankin*
Attorney-in-Fact for Helen R. Butler*
Attorney-in-Fact for Clara T. Rankin Williams*
Attorney-in-Fact for Alison A. Rankin*
Attorney-in-Fact for Chloe O. Rankin*
Attorney-in-Fact for Corbin K. Rankin*

* The power of attorney authorizing the above named individual to act on behalf of each of the foregoing Reporting Persons is included in Exhibit 6 of the Initial Filing.