

FLEXSTEEL INDUSTRIES INC
Form 4
June 15, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Maricich Robert J

2. Issuer Name and Ticker or Trading Symbol
FLEXSTEEL INDUSTRIES INC
[FLXS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/13/2016

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)

P.O. BOX 877

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DUBUQUE, IA 52004

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	06/13/2016		A		300 ⁽¹⁾	\$ 41.69	14,969 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Option 12-10-2013	\$ 27.38					12/10/2013 12/10/2023	Common Stock	2,750
Option 12/09/2014	\$ 32.13					12/09/2014 12/09/2024	Common Stock	2,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maricich Robert J P.O. BOX 877 DUBUQUE, IA 52004				

Signatures

Robert J. Maricich
06/15/2016
Date

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Restricted stock award granted in the following amount \$12,500 divided by the closing price of \$41.69 on June 14, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. 2000 and Amendment No. 2 thereto, filed on March 10, 2003 and any further amendments thereto; and 3. Our Registration Statement on Form 8-A filed on November 12, 1998, as amended by Amendment No. 1 thereto, filed on March 23, 2000 and any further amendments thereto. You may request a copy of these documents, at no cost to you, by writing or calling the Investor Relations Department, MDU Resources Group, Inc., Schuchart Building, 918 East Divide Avenue, P.O. Box 5650, Bismarck, North Dakota 58506-5650, telephone (701) 222-7900. Experts The financial statements and the related financial statement schedule incorporated in this prospectus by reference from the Company's Annual Report on Form 10-K for the year ended December 31, 2002 have been audited by Deloitte & Touche LLP, independent auditors, as stated in their reports dated January 24, 2003 (which express an unqualified opinion and include 21 an explanatory paragraph relating to the adoption of Statement of Financial

Accounting Standards No. 142, "Goodwill and Other Intangibles Assets"), incorporated herein by reference, and have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing. The consolidated financial statements and schedule of MDU Resources Group, Inc. as of December 31, 2001 for the years ended December 31, 2001 and 2000 incorporated in this prospectus by reference from the Company's Annual Report on Form 10-K for the year ended December 31, 2002 were audited by Arthur Andersen LLP, independent public accountants, as indicated in their report with respect thereto, and have been so incorporated in reliance upon such report and upon the authority of said firm as experts in accounting and auditing in giving said report. On February 14, 2002, MDU Resources Group, Inc. dismissed Arthur Andersen LLP as its independent public accounting firm, and on March 25, 2002, the Company hired Deloitte & Touche LLP as the Company's independent auditors for the 2002 fiscal year. On June 15, 2002, Arthur Andersen LLP was convicted on federal charges of obstruction of justice, and in August 2002, Arthur Andersen LLP ceased performing auditing services worldwide. These events may materially and adversely affect the ability of Arthur Andersen LLP to satisfy all of their existing and future obligations, including claims under the federal securities laws. Accordingly, purchasers of common stock pursuant to the plan may be limited in their ability to recover damages from Arthur Andersen LLP for any claims that may arise out of Arthur Andersen LLP's audit of the Company's financial statements. In addition, MDU Resources Group, Inc. was not able to obtain the consent of Arthur Andersen LLP as required by Section 7 of the Securities Act to the incorporation by reference of their report on the audited financial statements into the registration statement. As a result of Arthur Andersen LLP not having provided a consent, the ability of purchasers of the common stock pursuant to the plan to assert claims and seek remedies against Arthur Andersen LLP may be limited with respect to their report, particularly those remedies arising under Section 11 of the Securities Act. Legal Opinions The validity of the common stock has been passed upon for us by Lester H. Loble, II, Esq., Executive Vice President, General Counsel and Secretary for MDU Resources Group, Inc., and by LeBoeuf, Lamb, Greene & MacRae, L.L.P., 125 West 55th Street, New York, New York 10019. As of March 1, 2003, Mr. Loble owned approximately 67,953 shares of common stock, including shares that may be acquired within 60 days pursuant to the exercise of stock options. 22 PART II INFORMATION NOT REQUIRED IN PROSPECTUS ITEM 16. EXHIBITS. Exhibit No. Description *3(a) Restated Certificate of Incorporation of MDU Resources, as amended, filed as Exhibit 3(a) to Form 10-Q for the quarter ended June 30, 2002, in File No. 1-3480. *3(b) Certificate of Designations of Series B Preference Stock of MDU Resources, as amended, filed as Exhibit 3(a) to Form 10-Q for the quarter ended September 30, 2002, in File No. 1-3480. 3(c) Bylaws of MDU Resources, as amended. *4(a) Indenture of Mortgage, dated as of May 1, 1939, as restated in the Forty-Fifth Supplemental Indenture, dated as of April 21, 1992, and the Forty-Sixth through Forty-Ninth Supplements thereto between MDU Resources and The New York Trust Company (The Bank of New York, successor Corporate Trustee) and A. C. Downing (Douglas J. MacInnes, successor Co-Trustee), filed as Exhibit 4(a) in Registration No. 33-66682; Exhibits 4(e), 4(f) and 4(g) in Registration No. 33-53896; and Exhibit 4(c)(i) in Registration No. 333-49472. *4(b) Rights Agreement, dated as of November 12, 1998, between MDU Resources and Wells Fargo Bank Minnesota, N.A. (formerly known as Norwest Bank Minnesota, N.A.), Rights Agent, filed as Exhibit 4.1 to Form 8-A on November 12, 1998, in File No. 1-3480. 5(a) Opinion of Lester H. Loble, II, Esq., General Counsel to MDU Resources. 5(b) Opinion of LeBoeuf, Lamb, Greene & MacRae, L.L.P., counsel to MDU Resources. 8 Opinion of LeBoeuf, Lamb, Greene & MacRae, L.L.P., counsel to MDU Resources (included in Exhibit 5(b)). 23(a) Consent of Deloitte & Touche LLP, independent public accountants. 23(b) Consents of Lester H. Loble, II, Esq. and LeBoeuf, Lamb, Greene & MacRae, L.L.P. (included in their opinions filed as Exhibit 5(a) and Exhibit 5(b), respectively). 24 Power of Attorney (included as part of the signature pages). ----- * Incorporated herein by reference as indicated. Arthur Andersen LLP has not consented to the incorporation by reference of their audit report, dated January 23, 2002, in this Post-Effective Amendment No. 1 to Registration Statement on II-1 Form S-3 (No. 333-06127), and we have dispensed with the requirement to file their consent in reliance on Rule 437a under the Securities Act of 1933, as amended. II-2 ITEM 17. UNDERTAKINGS. (a) The undersigned registrant hereby undertakes: (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement: (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933; (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered)

and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-3, Form S-8 or Form F-3 and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement. (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering. II-3 (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described under Item 15 above, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933, and will be governed by the final adjudication of such issue. II-4 SIGNATURES 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-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bismarck, State of North Dakota on the 7th day of March, 2003. MDU RESOURCES GROUP, INC. By: /s/ Martin A. White ----- Martin A. White Chairman of the Board, President and Chief Executive Officer POWER OF ATTORNEY Each director and/or officer of the registrant whose signature appears below hereby appoints the Agents for Service named on the cover of this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3, and each of them severally, as his/her attorney-in-fact to sign in his/her name and behalf, in any and all capacities stated below, and to file with the Securities and Exchange Commission, any and all amendments, including post-effective amendments, to the Registration Statement, and the registrant hereby also appoints each such Agent for Service as its attorney-in-fact with like authority to sign and file any such amendment in its name and behalf. Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 has been signed by the following persons in the capacities and on the dates indicated. Signature Title Date /s/ Martin A. White Chief Executive Officer March 7, 2003 ----- and Director Martin A. White (Chairman of the Board, President and Chief Executive Officer) /s/ Warren L. Robinson Chief Financial Officer March 7, 2003 ----- Warren L. Robinson (Executive Vice President, Treasurer and Chief Financial Officer) /s/ Vernon A. Raile Chief Accounting Officer March 7, 2003 ----- Vernon A. Raile (Senior Vice President, Controller and Chief Accounting Officer) II-5 /s/ Harry J. Pearce Lead Director March 7, 2003 ----- Harry J. Pearce Director ----- Bruce R. Albertson /s/ Thomas Everist Director March 7, 2003 ----- Thomas Everist /s/ Dennis W. Johnson Director March 7, 2003 ----- Dennis W. Johnson /s/ Robert L. Nance

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Director March 7, 2003 ----- Robert L. Nance /s/ John L. Olson Director March 7, 2003 ----- John L. Olson /s/ Homer A. Scott, Jr. Director March 7, 2003 ----- Homer A. Scott, Jr. /s/ Joseph T. Simmons Director March 7, 2003 ----- Joseph T. Simmons /s/ Sister Thomas Welder Director March 7, 2003 ----- Sister Thomas Welder

II-6 EXHIBIT INDEX Exhibit No. Description *3(a) Restated Certificate of Incorporation of MDU Resources, as amended, filed as Exhibit 3(a) to Form 10-Q for the quarter ended June 30, 2002, in File No. 1-3480. *3(b) Certificate of Designations of Series B Preference Stock of MDU Resources, as amended, filed as Exhibit 3(a) to Form 10-Q for the quarter ended September 30, 2002, in File No. 1-3480. 3(c) Bylaws of MDU Resources, as amended. *4(a) Indenture of Mortgage, dated as of May 1, 1939, as restated in the Forty-Fifth Supplemental Indenture, dated as of April 21, 1992, and the Forty-Sixth through Forty-Ninth Supplements thereto between MDU Resources and The New York Trust Company (The Bank of New York, successor Corporate Trustee) and A. C. Downing (Douglas J. MacInnes, successor Co-Trustee), filed as Exhibit 4(a) in Registration No. 33-66682; Exhibits 4(e), 4(f) and 4(g) in Registration No. 33-53896; and Exhibit 4(c)(i) in Registration No. 333-49472. *4(b) Rights Agreement, dated as of November 12, 1998, between MDU Resources and Wells Fargo Bank Minnesota, N.A. (formerly known as Norwest Bank Minnesota, N.A.), Rights Agent, filed as Exhibit 4.1 to Form 8-A on November 12, 1998, in File No. 1-3480. 5(a) Opinion of Lester H. Loble, II, Esq., General Counsel to MDU Resources. 5(b) Opinion of LeBoeuf, Lamb, Greene & MacRae, L.L.P., counsel to MDU Resources. 8 Opinion of LeBoeuf, Lamb, Greene & MacRae, L.L.P., counsel to MDU Resources (included in Exhibit 5(b)). 23(a) Consent of Deloitte & Touche LLP, independent public accountants. 23(b) Consents of Lester H. Loble, II, Esq. and LeBoeuf, Lamb, Greene & MacRae, L.L.P. (included in their opinions filed as Exhibit 5(a) and Exhibit 5(b), respectively). 24 Power of Attorney (included as part of the signature pages). ----- * Incorporated herein by reference as indicated. Arthur Andersen LLP has not consented to the incorporation by reference of their audit report, dated January 23, 2002, in this Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (No. 333-06127), and we have dispensed with the requirement to file their consent in reliance on Rule 437a under the Securities Act of 1933, as amended.