

## FORM 10-Q

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED FEBRUARY 27, 1999

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 0-209

BASSETT FURNITURE INDUSTRIES, INCORPORATED  
(Exact name of Registrant as specified in its charter)

Virginia	54-0135270
(State or other jurisdiction	(I.R.S. Employer
of incorporation or organization)	Identification No.)

3525 Fairystone Park Highway  
Bassett, Virginia 24055  
(Address of principal executive offices)  
(Zip Code)

(540) 629-6000  
(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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At April 5, 1999, 12,671,156 shares of common stock of the Registrant were outstanding.

## PART I - FINANCIAL INFORMATION

## BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND RETAINED EARNINGS  
FOR THE 13 WEEKS ENDED FEBRUARY 27, 1999 AND FEBRUARY 28, 1998 - UNAUDITED

(in thousands except per share data)

	1999 -----	1998 -----
Net Sales	\$ 99,809	\$ 98,333
Cost of sales	80,233	80,751
	-----	-----
Gross profit	19,576	17,582
Selling, general and administrative	16,530	15,779
	-----	-----
Income from operations	3,046	1,803
Other income, net	3,352	2,747
	-----	-----
Income before income taxes	6,398	4,550
Income taxes	1,983	1,115
	-----	-----
Net income	4,415	3,435
Retained earnings-beginning of period	193,130	188,761
Cash dividends	(2,551)	(2,610)
Purchase and retirement of common stock	(2,892)	0
	-----	-----
Retained earnings-end of period	\$ 192,102 =====	\$ 189,586 =====
Basic earnings per share	\$ 0.34 =====	\$ 0.26 =====
Diluted earnings per share	\$ 0.34 =====	\$ 0.26 =====
Dividends per share	\$ 0.20 =====	\$ 0.20 =====

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The accompanying notes to condensed consolidated financial statements are an integral part of the condensed consolidated financial statements.

## PART I - FINANCIAL INFORMATION - CONTINUED

## BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS  
FEBRUARY 27, 1999 AND NOVEMBER 28, 1998

(in thousands)

Assets	(Unaudited) February 27, 1999	November 28, 1998
-----	-----	-----
Current assets		
Cash and cash equivalents	\$ 2,880	\$ 5,499
Short term investments	4,523	8,923
Trade accounts receivable, net	64,209	59,203
Inventories, net	45,779	47,285
Prepaid expenses	2,438	2,038
Refundable income taxes	7,198	8,018
Deferred income taxes	11,479	12,682
	-----	-----
Total current assets	138,506	143,648
	-----	-----
Property & equipment		
Cost	190,529	185,392
Less allowances for depreciation	131,617	129,005
	-----	-----
Total property & equipment	58,912	56,387
	-----	-----
Other long-term assets		
Investment securities	41,425	50,739
Investment in affiliated companies	61,007	52,769
Assets held for sale	401	1,023
Other	16,619	16,948
	-----	-----
Total other long-term assets	119,452	121,479
	-----	-----
Total assets	\$ 316,870	\$ 321,514
	=====	=====
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable	\$ 19,570	\$ 20,221
Accrued liabilities	22,805	24,514
	-----	-----
Total current liabilities	42,375	44,735
	-----	-----
Long-term liabilities		
Employee benefits	11,155	11,272
Deferred income taxes	461	595
	-----	-----
Total long-term liabilities	11,616	11,867
	-----	-----
Commitments and Contingencies (Note E)		
Stockholders' Equity		
Common stock	63,553	64,425
Additional paid in capital	0	0
Retained earnings	192,102	193,130
Unrealized holding gains, net of tax	8,093	8,286
Unamortized stock compensation	(869)	(929)
	-----	-----
Total stockholders' equity	262,879	264,912
	-----	-----
Total liabilities and stockholders' equity	\$ 316,870	\$ 321,514
	=====	=====

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The accompanying notes to condensed consolidated financial statements are an

integral part of the condensed consolidated financial statements.

## PART I - FINANCIAL INFORMATION - CONTINUED

## BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE 13 WEEKS  
ENDED FEBRUARY 27, 1999 AND FEBRUARY 28, 1998 - UNAUDITED

(in thousands)

	1999	1998
	-----	-----
Net income	\$ 4,415	\$ 3,435
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	2,161	1,611
Equity in undistributed income of affiliated companies	(2,288)	(1,165)
Provision for losses on trade accounts receivable	--	61
Provision for deferred income taxes	1,202	1,425
Net gain from sales of investment securities	(391)	(35)
Net gain from sales of property and equipment	--	(178)
Compensation earned under restricted stock plan	60	44
Changes in operating assets and liabilities:		
Trade accounts receivable	(5,006)	3,848
Inventory	1,506	577
Prepaid expenses and other	(400)	(32)
Income taxes	820	121
Accounts payable and accrued liabilities	(2,360)	(7,555)
Long-term liabilities	(117)	178
	-----	-----
Net cash provided by (used in) operating activities	(398)	2,335
	-----	-----
Investing activities:		
Purchases of property and equipment	(5,411)	(2,416)
Proceeds from sales of property and equipment	970	1,114
Purchases of investment securities	--	(414)
Proceeds from sale of investment securities	14,076	1,603
Investment in affiliated companies	(5,850)	--
Other	308	--
	-----	-----
Net cash provided by (used in) investing activities	4,093	(113)
	-----	-----
Financing activities:		
Issuance of common stock	15	90
Purchases of common stock	(3,778)	--
Cash dividends	(2,551)	--
	-----	-----
Net cash provided by (used in) financing activities	(6,314)	90
	-----	-----
Net change in cash and cash equivalents	(2,619)	2,312
Cash and cash equivalents, beginning of period	5,499	29,552
	-----	-----
Cash and cash equivalents, end of period	\$ 2,880	\$ 31,864
	=====	=====

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The accompanying notes to condensed consolidated financial statements are an integral part of the condensed consolidated financial statements.

## BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-UNAUDITED

FEBRUARY 27, 1999 (in thousands except share and per share data)

## Note A. Basis of presentation:

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included.

## Note B. Inventories:

Inventories are carried at last-in, first-out (LIFO) cost which is not in excess of market. Inventories at February 27, 1999 and November 28, 1998 consisted of the following:

	February 27, 1999 ----	November 28, 1998 ----
Finished goods	\$ 36,736	\$ 37,430
Work in process	8,990	9,169
Raw materials and supplies	26,023	26,506
	-----	-----
Total inventories valued at first-in, first-out (FIFO) cost	71,749	73,105
LIFO adjustment	(25,970)	(25,820)
	-----	-----
Total inventories	\$ 45,779 =====	\$ 47,285 =====

## Note C. Investment in affiliated companies:

Summarized combined income statement information for the Company's equity method investments for the thirteen weeks ended February 27, 1999 and February 28, 1998 are as follows:

	1999 -----	1998 -----
Revenues	\$9,420	\$7,841
Income from operations	6,333	4,660
Net income	3,808	2,870

## Note D. Comprehensive income:

The Company adopted the Statement of Financial Accounting Standards No. 130 "Comprehensive Income" ("SFAS No. 130") during the first quarter of fiscal 1999. Provisions of SFAS No. 130 require companies to display comprehensive income and its components in their financial statements. Comprehensive income is the total of net income and all other non owner changes in equity. The components of comprehensive income, net of related tax effects, for the thirteen weeks ended February 27, 1999 and February 28, 1998 are as follows:

	1999 -----	1998 -----
Net Income	\$ 4,415	\$ 3,435
Unrealized holding gains (losses), net of tax	(193)	670
	-----	-----
Comprehensive income	\$ 4,222 =====	\$ 4,105 =====



## BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-UNAUDITED  
FEBRUARY 27, 1999 (in thousands except share and per share data)

## Note E. Contingencies:

A suit was filed in June, 1997, in the Superior Court of the State of California for the County of Los Angeles (the "Superior Court") against the Company, two major retailers and certain current and former employees of the Company. The suit sought certification of a class consisting of all consumers who purchased certain mattresses and box springs from the major retailers that were manufactured by a subsidiary of the Company, E.B. Malone Corporation, with different specifications than those originally manufactured for sale by these retailers. The suit alleged various causes of action, including negligent misrepresentation, breach of warranty, violations of deceptive practices laws and fraud. Plaintiffs sought compensatory damages of \$100 million and punitive damages. In 1997, the Superior Court twice sustained the Company's demurrers to several of plaintiffs' causes of action, but granted the plaintiffs leave to amend. In February, 1998, the Superior Court sustained the Company's demurrers to many of the individual claims, this time without granting plaintiffs leave to amend. The Superior Court also sustained the Company's demurrer to the class action allegations in plaintiffs' Third Amended Complaint, without granting leave to amend, and transferred the entire action out of the class action department. Plaintiffs have filed a notice of appeal from the class action ruling. Plaintiffs also filed a petition for a writ of mandamus or other extraordinary relief seeking immediate review of the other demurrer rulings, which petition was denied. The suit was subsequently transferred from the Superior Court for the County of Los Angeles to the Superior Court for Orange County. After the case was transferred to Orange County, the plaintiffs stipulated to a dismissal with prejudice of all individual defendants. Additionally, all remaining claims against the Company were stayed by the Court pending Plaintiffs' appeal of the dismissal of their class action allegations. Although it is impossible to predict the ultimate outcome of this litigation, the Company intends to vigorously defend this suit because it believes that the damages sought are unjustified and because this case is inappropriate for class action treatment. Because the Company believes that the two major retailers were unaware of the changes in specifications, the Company has agreed to indemnify the two major retailers with respect to the above.

Legislation will phase out interest deductions on certain policy loans related to Company owned life insurance (COLI) as of January 1, 1999. The Company recorded cumulative reductions to income tax expenses of approximately \$8,000 as the result of COLI interest deductions through November 28, 1998. The Internal Revenue Service, on a national level, is evaluating its position regarding the deductibility of COLI policy loan interest for years prior to January 1, 1999. In 1998 and 1999, the IRS issued several Technical Advice Memoranda regarding the deductibility of certain aspects of COLI for taxpayers unrelated to the Company. Management understands that the adverse position taken by the IRS will be subjected to extensive challenges in court. In the event that the IRS prevails, the outcome could result in a material impact upon the Company's future income taxes and results of operations.

The Company is also involved in various other claims and actions, including environmental matters at certain of its plant facilities, which arise in the normal course of business. Although the final outcome of these legal and environmental matters cannot be determined, based on the facts presently known, it is management's opinion that the final resolution of these matters will not have a material adverse effect on the Company's financial position or future results of operations.

## Note F

In the first quarter of 1999, the Company entered into a series of equity index collars in order to manage equity risk exposures related to its approximate \$24 million portfolio of equity securities. The collars expire quarterly over a period of three years commencing December 1998. Management's estimate of the fair value of the equity index collars at February 27, 1999 is \$0.



## PART I-FINANCIAL INFORMATION-CONTINUED

BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES  
 FEBRUARY 27, 1999 (in thousands except share and per share data)

## Note G. Earnings per share:

The following reconciles basic and diluted earnings per share.

	Income	Shares	Earnings per share
-----			
For the thirteen weeks ended February 27, 1999			
-----			
Net income available to common stockholders	\$ 4,415	12,800,832	\$0.34
Effect of dilutive securities:			
Options issued to directors and employees	--	1,117	--
Restricted stock issued to employees	--	1,976	--
	-----	-----	-----
Diluted earnings per share	\$ 4,415	12,803,925	\$0.34
	=====	=====	=====
For the thirteen weeks ended February 28, 1998			
-----			
Net income available to common stockholders	\$ 3,435	13,022,883	\$0.26
Effect of dilutive securities:			
Options issued to directors and employees	--	88,988	--
Restricted stock issued to employees	--	1,661	--
	-----	-----	-----
Diluted earnings per share	\$ 3,435	13,113,532	\$0.26
	=====	=====	=====

Options to purchase 1,349,288 shares of common stock at prices ranging from \$22.50 to \$37.40 per share were outstanding during the first quarter of 1999 but were not included in the computation of diluted EPS because the options' exercise prices were greater than the average market price of the common shares. In 1998, 149,067 shares at a price of \$37.40 were similarly excluded.

## Note H. Subsequent Event

Subsequent to the end of the first quarter of 1999, the Company entered into a definitive agreement to sell its Mattress Division to Premier Bedding Group LLC (PBG), a new company formed by LIS Corporation. The Company expects to close the sale during the second quarter of 1999. Net sales and operating income for the mattress division were \$7,200 and \$31 in the first quarter of 1999, and \$10,100 and \$277 in the first quarter of 1998. Net assets for the division approximated \$10 million as of February 27, 1999, and \$11 million as of November 28, 1998.

BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES  
February 27, 1999

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

## Operating Results - First quarter 1999 compared with first quarter 1998

Net sales increased 2% to \$99.8 million in 1999, from \$98.3 million in 1998. The sales increase was led by sales to our Bassett Furniture Direct (BFD) stores which nearly doubled from \$9 million in the first quarter of 1998 to \$17 million in the first quarter of 1999. There are currently 38 BFD stores across the country, including our first two corporate-owned stores which opened in Greenville, SC in November 1998, and in Charlotte, NC in January 1999. Wood Division sales increased 12% for the quarter due to BFD expansion and improved product offerings, however, this was offset by a 28% decline in Mattress Division sales due to the loss of two major customers in the second quarter of 1998.

The gross profit margin was 19.6% in the first quarter of 1999, compared with 17.9% in the first quarter of 1998. Non-recurring charges of \$2.1 million were recorded to cost of sales in the first quarter of 1998. On a continuing operations basis, margins improved from 19.3% to 19.6% due entirely to our Upholstery Division, where the impact of new management, cell manufacturing, and product mix have improved gross margin by approximately three percentage points for this division.

The operating margin was 3.1% in the first quarter of 1999 compared to 1.8% in the first quarter of 1998. Nonrecurring charges totaling \$1.5 million were recorded in the first quarter of 1998. On a continuing operations basis, operating margin actually decreased from 3.4% to 3.1% as we continue to invest in the Bassett brand and our organization infrastructure. Start up costs of approximately \$.5 million were recorded in the first quarter of 1999 related to a new dining room table plant and our expanding retail operations.

Other income increased from \$2.7 million in the first quarter of 1998 to \$3.4 million in the first quarter of 1999 due to improved investment earnings and a more strategic investment of our excess capital.

The effective tax rate was 31% in the first quarter of 1999 compared to 25% in the first quarter of 1998. This increase is the result of the phase out of interest deductions on certain policy loans related to Company owned life insurance (COLI). The 1999 effective tax rate was lower than the statutory federal income tax rate due to exclusions for tax exempt and undistributed affiliate income.

BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES  
FEBRUARY 27, 1999

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

## Liquidity and Capital Resources

Cash used in operating activities in 1999 was \$.4 million compared to \$2.3 million provided by operating activities in the first quarter 1998. This change was due entirely to a \$5 million increase in accounts receivable for the quarter. The increase in receivables reflects the extended terms given to opening orders for new BFD stores.

The Company invested \$5.4 million in property and equipment in the first quarter of 1999 for wood manufacturing machinery to improve productivity, new enterprise wide information systems, and its new dining room table plant. Cash proceeds of \$14.1 million were received from municipal bonds which were sold or matured during the first quarter. These funds were invested in property and equipment as discussed above, and selected strategic investment opportunities, linked to the Company's marketing and distribution strategies. The proceeds were also used to fund quarterly dividends of \$2.5 million and to repurchase Company stock.

The Company purchased and retired 175,000 shares of its Common Stock during the first quarter of 1999. These purchases were part of the Company's stock repurchase program, approved in 1998, which allows the Company to repurchase up to 1.3 million shares for an aggregate purchase price not to exceed \$40 million. The average cost of the shares purchased was \$21.59, resulting in a total expenditure of \$3.8 million.

The Company plans to invest approximately \$50 to \$60 million per year over the next few years to aggressively execute its BFD expansion and upgrade its manufacturing capabilities. The Company's solid financial position with significant liquidity and no debt affords it many options. Management intends to examine opportunities to strengthen its balance sheet and increase shareholder value which may require debt financing. The Company has not typically used the debt or equity markets as sources of funds or capital.

The current ratio as of February 27, 1999 and November 28, 1998, respectively, was 3.27 to 1 and 3.21 to 1. Working capital at February 27, 1999 was \$96,131 compared to \$98,913 at November 28, 1998. The Company's consolidated financial statements are prepared on the basis of historical dollars and are not intended to show the impact of inflation or changing prices. Neither inflation nor changing prices have had a material effect on the Company's consolidated financial position and results of operations in prior years.

## Contingencies

The Company is involved in various claims and litigation, including a lawsuit concerning a subsidiary, E. B. Malone Corporation, as well as environmental matters at certain plant facilities, which arise in the normal course of business. The details of these matters are described in Note E in the Notes to Condensed Consolidated Financial Statements. Although the final outcome of these legal and environmental matters cannot be determined, based on the facts presently known, it is management's opinion that the final resolution of these matters will not have a material adverse effect on the Company's financial position or future results of operations.

BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES  
FEBRUARY 27, 1999

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

## Year 2000

Over the past few years, the Company has been steadily reengineering its business processes and information systems to prepare for the conversion to year 2000. This effort has incorporated an analysis of Year 2000 issues, and management believes that appropriate and timely actions are being taken. The Year 2000 issue results from the inability of many computer systems and applications to recognize the year 2000 as the year following 1999. This could cause systems to process critical information incorrectly. The Company plans to implement new systems and technologies in 1999 that will provide solutions to these issues. In addition, the Company purchased an enterprise system in 1998, which will be implemented prior to year 2000, which will be in compliance with Year 2000 issues. The most significant step in accomplishing this goal was completed in the first quarter of 1998 when a comprehensive enterprise system (which had been installed in over 4,400 companies and is Year 2000 compliant) was purchased; implementation began immediately and should be completed in the fourth quarter of 1999. In 1998, the Company engaged a consultant, knowledgeable of the enterprise system being installed, to advise and assist in the installation and implementation of the system. The Company has made a thorough survey to identify all microcontrollers that are embedded within equipment to determine compliance in this area. All microcontrollers that were identified as non-compliant were or will be replaced. The Company now has a verification program to insure that all microcontrollers have been properly identified and replaced.

The Company continues to work with its customers, suppliers and third-party service providers to identify external weaknesses and provide solutions which will prevent the disruption of business activities at that time; it does not believe that it will be significantly affected by direct suppliers of raw materials or supplies that will be non-compliant. However, the Company cannot guarantee that Year 2000 related systems or hardware issues of its business partners will be corrected in a timely manner or that the failure of its business partners to correct these issues would not have a material adverse effect on its future results of operations or financial condition.

Management believes that the most likely "worst case scenario" will involve the failure of service providers to be compliant, thereby potentially causing business interruptions in the Company's normal channels of supply and distribution. The Company does not believe that it will be significantly affected by non-compliance by countries outside of the United States.

The Company is developing a contingency plan in the event that a business interruption caused by Year 2000 problems should occur. Contingency plans are in place for all information technology systems. The Company is preparing to upgrade its existing computer systems in order to ensure compliance. Management is researching key raw materials markets to ensure that the Company is adequately supplied in the event that a key supplier is not compliant.

The Company does not expect the cost of implementation to have a material adverse effect on its future results of operations, liquidity or capital resources. The total cost of the new enterprise system is estimated at \$8 million. This total includes the Year 2000 project. The new system was not purchased to solely achieve Year 2000 compliance in the Company's information systems. Instead it was purchased to provide management with the information and tools that it needs to better manage the Company. The Year 2000 problem has slightly accelerated the timetable for implementation, however. Of the total project cost, \$7 million represents the purchase of new software, new hardware, and related implementation costs which will be capitalized. The remaining will be expensed as incurred during 1999 and 2000. As of the end of the first quarter, the Company has spent approximately \$3 million on the project.

PART I-FINANCIAL INFORMATION-CONTINUED  
BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES  
FEBRUARY 27, 1999

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (continued)

Market Risk

The company has significant investments in both equity securities and municipal securities. The Company does not use these securities for trading purposes and is not a party to any leveraged derivatives. For securities held, the Company utilizes a sensitivity analysis technique to evaluate the effect that hypothetical changes in market prices will have on the Company's investment securities. In the first quarter of 1999, the Company entered into a series of equity index collars in order to manage risk exposures related to its portfolio of equity securities. In the opinion of management, market changes in the Company's equity securities portfolio are highly correlated to the equity index collars. At February 27, 1999, the potential change in fair value of investment securities and the equity index collars, assuming a 10% change in market prices was approximately \$4 million and \$2 million, respectively. This amount is not significant compared with the overall financial position of the Company.

In addition, the Company has investments in affiliated companies accounted for under the equity method of accounting.

Safe-harbor forward-looking statements

This discussion contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to the financial condition, results of operations and business of Bassett Furniture Industries, Incorporated. These forward-looking statements involve certain risks and uncertainties. No assurance can be given that any such matters will be realized. Factors that may cause actual results to differ materially from those contemplated by such forward-looking statements include, among others, the following possibilities: (I) competitive conditions in the industry in which the Company operates; (II) demand for the Company's products and acceptance of new products; (III) fluctuations in raw material prices; and (IV) general economic conditions that are less favorable than expected.

PART II - OTHER INFORMATION  
 BASSETT FURNITURE INDUSTRIES, INCORPORATED AND SUBSIDIARIES  
 FEBRUARY 27, 1999

Item 4. Submission of matters to a vote of security holders

The stockholders were asked to vote on three proposals at the Annual Meeting of Stockholders held on March 30, 1999; (1) nomination of eleven directors, (2) increase in the number of shares reserved for issuance under the Company's 1997 Employee Stock Plan, and (3) ratification of selection of Arthur Andersen LLP as independent public accountant .

The results of the votes by the stockholders were as follows:

(1) Election of Directors:

	Voted For -----	Withheld -----
Paul Fulton	9,228,079	1,067,717
Amy W. Brinkley	9,228,300	1,007,496
Peter W. Brown M.D.	9,255,424	1,040,372
Thomas E. Capps	9,297,347	998,449
Willie D. Davis	9,287,550	1,008,246
Alan T. Dickson	9,286,656	1,009,140
William H. Goodwin, Jr.	9,297,249	998,547
Howard H. Haworth	9,288,300	1,007,496
Michael E Murphy	9,288,300	1,007,496
Albert F. Sloan	9,286,654	1,009,142
Robert H. Spilman Jr.	9,289,002	1,006,794

(2) Increase in the number of shares reserved for issuance under the Company's 1997 Employee Stock Plan: Voted for - 7,643,753; against - 2,043,573; abstained and broker non votes - 617,470

(3) Ratification of Arthur Andersen LLP as independent public accountants: Voted for - 10,138,150; against - 126,122; abstained and broker non votes - 31,524

Item 6.

a. Exhibits

(27) Financial Data Schedule

b. Reports on Form 8-K:

No reports were filed on Form 8-K during the quarter.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

BASSETT FURNITURE INDUSTRIES, INCORPORATED

/s/ Barry C. Safrit

-----  
Barry C. Safrit, Vice President, Chief Accounting Officer

April 13, 1999

BASSETT FURNITURE INDUSTRIES, INCORPORATED  
EXHIBIT INDEX

Exhibit No. -----	Exhibit Description -----	Page No. -----
27	Financial Data Schedule	page 9



5  
1,000

3-MOS

NOV-27-1999

NOV-29-1998

FEB-27-1999

2,880

4,523

66,609

2,400

45,779

138,506

190,529

131,617

316,870

42,375

0

0

0

63,553

199,326

316,870

99,809

103,161

80,233

96,763

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6,398

1,983

4,415

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4,415

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