UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20599

FORM 8-K

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

Date of Report (Date of earliest event reported) <u>January 9, 2004</u>

BASSETT FURNITURE INDUSTRIES, INCORPORATED

(Exact name of registrant as specified in its charter)

VIRGINIA
(State or other jurisdiction of incorporation or organization)

<u>0-209</u> (Comission File No.) 54-0135270 (I.R.S. Employer Identification No.)

3525 FAIRYSTONE PARK HIGHWAY

<u>BASSETT</u>, <u>VIRGINIA</u>

(Address of principal executive offices)

24055 (Zip Code)

Registrant's telephone number, including area code 276/629-6000

Item 12. Results of Operations and Financial Condition

On January 9, 2004, Bassett Furniture Industries issued a news release relating to, among other things, the fourth quarter and year to date financial results for fiscal year 2003. A copy of the news release announcing this information is attached to this report as Exhibit 99.

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 hereunto duly authorized.

BASSETT FURNITURE INDUSTRIES, INCORPORATED

Date: January 14, 2004 By: /s/ Barry C. Safrit

Barry C. Safrit

Title: Vice President, Chief Financial Officer

EXHIBIT INDEX

The exhibit listed in this index is being furnished pursuant to Item 12 of Form 8-K and shall not be deemed "filed" for purposes of the Securities Exchange Act of 1934, as amended, or incorporated by reference into any document filed under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Description

Exhibit No. 99

News release issued by Bassett Furniture Industries on January 9, 2004.

Exhibit 99

[BASSETT LOGO]

Bassett Furniture Industries, Inc. P.O. Box 626 Bassett, VA 24055

For Immediate Release

Barry C. Safrit, V.P., CFO (276) 629-6757 – Investors (276) 629-6332 – Fax

Jay S. Moore, Dir. of Communications (276) 629-6450 – Media (276) 629-6418 – Fax

Bassett Furniture News Release Bassett Announces Fourth Quarter and Fiscal 2003 Results

(Bassett, Va.) – January 9, 2004 – Bassett Furniture Industries Inc. (Nasdaq:BSET) announced today the results for its fourth quarter and fiscal year ended November 29, 2003.

The Company reported net income for the quarter of \$3.2 million or \$.28 per diluted share compared to \$1.7 million or \$.14 per diluted share in the fourth quarter of 2002. The improvement in earnings compared to the first three quarters of 2003 resulted from a combination of increased sales (due to opening more Bassett Furniture Direct (BFD) stores), productivity gains in both wood and upholstery operations, and the success of inventory reduction programs late in the year. Manufactured inventory levels were reduced by \$4 million in the fourth quarter and \$10 million for the year, which in turn lowered related reserves resulting in approximately \$1 million of additional gross profit in the fourth quarter.

Fourth quarter gross profit and selling, general and administrative expenses were impacted by the consolidation of LRG Furniture, LLC (LRG), which is discussed in detail below. Gross margin for the quarter improved by nearly 6 percentage points compared with the fourth quarter of 2002. Approximately 60 percent of this improvement was due to the consolidation of LRG retail margins and nearly 40 percent, or 2.2 percentage points, resulted from the manufacturing productivity improvements and successful inventory reduction efforts noted above. The \$4.1 million increase in selling, general, and administrative expenses during the quarter was due entirely to the consolidation of LRG's selling expenses into the Bassett results. Other income was higher for both the fourth quarter and the year due primarily to better results from the Company's investment portfolio in 2003.

Sales for the fourth quarter of 2003 were \$82.9 million, up 4 percent from the fourth quarter of 2002. This increase reflects the consolidation of LRG's retail sales. Sales for fiscal year 2003 were \$316.9 million compared with \$323.5 million for 2002. This decline was primarily attributable to a \$17 million sales decrease with JCPenney, partially offset by the consolidation of LRG's retail sales. Overall economic conditions and an extra week (53 weeks vs. 52 weeks) in fiscal 2002 also contributed to the 2003 sales decrease.

The Company reported a net loss of \$.5 million or (\$.04) per diluted share for the fiscal year 2003 after recognizing the cumulative effect of an accounting change discussed in detail below. The net loss in fiscal

2003 also included a previously announced \$3.2 million charge related to closing its Dublin, Ga., facility in the first quarter. Fiscal 2003 net income (before the \$4.9 million cumulative effect of an accounting change) was \$4.4 million or \$.38 per diluted share compared to \$6.7 million of net income in fiscal 2002 or \$.57 per diluted share.

"Although we are not pleased with our overall earnings results for 2003, we are encouraged with the progress we demonstrated in the fourth quarter, the cash flow that we generated during the year, and the backlog of prospects we developed in 2003 who will open new Bassett Furniture Direct stores in 2004," said Robert H. Spilman Jr., president and chief executive officer. "We expect 2004 to be a record year for opening BFD's and remain committed to our goal of 150 BFD stores by the end of 2005."

As previously announced by the Company, Bassett has adopted FASB Interpretation No. 46 "Consolidation of Variable Interest Entities," (FIN 46) for LRG. FIN 46 addresses the consolidation of entities known as variable interest entities by a primary beneficiary of the entity. FIN 46 consolidation criteria are based on an analysis of both contributed capital and projected risks and rewards, not control, and represents a significant and complex modification of previous accounting principles. LRG had previously been accounted for using the equity method. As a result of the most recent revisions to FIN 46, issued in late December by the Financial Accounting Standards Board, the Company consolidated LRG as of the beginning of fiscal year 2003 and not at the beginning of the fourth quarter as was earlier announced. Adopting FIN 46 for LRG as of the beginning of year provides better and more complete financial reporting for 2003, and improved comparability for future periods. The adoption of FIN 46 resulted in a non-cash cumulative effect charge of \$4.9 million (net of tax) or (\$.42) per diluted share in the first quarter of 2003. Attached are schedules which present the first three quarters of fiscal 2003 adjusted for the consolidation of LRG pursuant to the adoption of FIN 46 as of the beginning of fiscal 2003 with reported fourth quarter and 2003 results, and compare the previously filed results with the adjusted results for each of the first three quarters.

The Company's November 29, 2003 balance sheet, with no debt and a sizeable investment portfolio, remains strong and continues to bolster its retail growth strategy. The Company generated \$22.6 million of cash from operating activities, nearly double the amount generated in fiscal 2002, due primarily to inventory reduction programs which were successfully executed in 2003. The Company used this cash and net proceeds from certain of its investments to repay \$3.0 million of debt, fund \$6.2 million of capital spending, fund \$9.3 million of dividends, and increase its cash balance by nearly \$14 million.

The Bassett Furniture Direct[®] retail store program continues to grow with 100 BFD stores currently in operation. Licensees opened 19 stores in 2003 and the Company expects licensees to open 20 to 25 new stores in fiscal 2004, spread evenly over the year. Sales to BFD stores were 53 percent of wholesale sales in 2003 and are planned to approximate 63 percent of total Bassett wholesale sales in 2004.

The Company's primary focus continues to be expanding and improving its BFD store program. "We will intensify our efforts in these areas in 2004 while we take the necessary actions to continue to deliver value to our retail customers and further improve our operating earnings," said Mr. Spilman. Towards this effort, the Company is further consolidating upholstery production from a smaller facility in Hiddenite, N.C., to its primary upholstery facility in Newton, N.C. The Company expects to incur a restructuring charge in the range of \$.6 million to \$1 million in the first quarter of 2004 related to these and related actions. After this consolidation is complete, the Company will have reduced the number of its manufacturing facilities from 13 in early 2001 to seven in early 2004, significantly lowering its overall fixed cost structure.

"December order and shipment levels have been soft and business conditions for our Company and our industry remain challenging," added Mr. Spilman. "We are cautiously optimistic as we enter the new year, hard at work on new products which we will introduce in April and on our plans to strengthen our presence on

the West Coast, including new stores in 2004, and a new distribution center and a small upholstery operation in 2005 to support this growth."

Other opportunities and issues that will confront the Company in the first half of 2004 include realizing the proceeds of the sale of its former California manufacturing facility and completing the complex analysis of FIN 46 for its other equity investees. The Company has not determined whether any other affiliated entities will need to be consolidated based on this interpretation.

Bassett also announced that its Board of Directors has declared a regular quarterly dividend of \$.20 per share payable on March 1, 2004, to shareholders of record on February 13, 2004, and fixed January 14, 2004 as the record date for determining stockholders entitled to notice of and to vote at the annual meeting of stockholders to be held on February 24, 2004.

Bassett Furniture Industries, Inc. is a leading manufacturer and marketer of high quality, mid-priced home furnishings. With 100 Bassett Furniture Direct stores, Bassett has leveraged its strong brand name in furniture into a growing network of licensed stores that focus on providing consumers with a friendly environment for buying furniture and accessories. While the Company continues to sell its products to other retailers, the most significant growth vehicle for Bassett continues to be the Company's dedicated retail store program. Bassett's retail strategy encompasses affordable custom-built furniture that is ready for delivery in the home within 30 days. The stores also feature the latest on-trend furniture styles, more than 1,000 upholstery fabrics, free in-home design visits, and coordinated decorating accessories. For more information, visit the Company's website at www.bassettfurniture.com.

Certain of the statements in the immediately preceding paragraphs, particularly those preceded by, followed by or including the words "believes," "expects," "anticipates," "intends," "should," "estimates," or similar expressions, or those relating to or anticipating financial results for periods beyond the fiscal year 2003, constitute "forward looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended. For those statements, Bassett claims the protection of the safe harbor for forward looking statements contained in the Private Securities Litigation Reform Act of 1995. In many cases, Bassett cannot predict what factors would cause actual results to differ materially from those indicated in the forward looking statements. Expectations included in the forward-looking statements are based on preliminary information as well as certain assumptions which management believes to be reasonable at this time. The following important factors affect Bassett and could cause those results to differ materially from those expressed in the forward looking statements: the economic, competitive, governmental, technological and other factors identified in Bassett's filings with the Securities and Exchange Commission.

Condensed Consolidated Statements of Income – Unaudited (Stated in thousands of dollars except for per share data)

		13 Weeks Ended November 29, 2003		s Ended c 30, 2002
	Amount	Percent of Net Sales	Amount	Percent of Net Sales
Net sales	\$82,944	100.0%	\$79,428	100.0%
Cost of sales	60,535	73.0%	62,695	78.9%
Gross profit	22,409	27.0%	16,733	21.1%
Selling, general and administrative	20,025	24.1%	15,967	20.1%
				
Income from operations	2,384	2.9%	766	1.0%
Other income, net	1,367	1.6%	1,037	1.3%
Income before income taxes	3,751	4.5%	1,803	2.3%
Income taxes	(546)	-0.7%	(136)	-0.2%
Net income	\$ 3,205	3.9%	\$ 1,667	2.1%
Basic earnings per share:	\$ 0.28		\$ 0.14	
Diluted earnings per share:	\$ 0.28		\$ 0.14	
	\$ 0.28	3.9%	\$ 0.14	2

Condensed Consolidated Statements of Income (Stated in thousands of dollars except for per share data)

		52 Weeks Ended November 29, 2003		s Ended : 30, 2002
	Amount	Percent of Net Sales	Amount	Percent of Net Sales
Net sales	\$316,857	100.0%	\$323,487	100.0%
Cost of sales	234,861	74.1%	254,993	78.8%
Gross profit	81,996	25.9%	68,494	21.2%
Selling, general and administrative	80,026	25.3%	60,987	18.9%
Restructuring and impaired asset charges	3,200	1.0%	1,251	0.4%
	83,226	26.3%	62,238	19.2%
Income (loss) from operations	(1,230)	-0.4%	6,256	1.9%
Other income, net	6,097	1.9%	2,854	0.9%
Income before income taxes and cumulative effect of accounting change	4,867	1.5%	9,110	2.8%
Income taxes	(462)	-0.1%	(2,369)	-0.7%
Income before cumulative effect of accounting change	4,405	1.4%	6,741	2.1%
Cumulative effect of accounting change, net of income tax	(4,875)	-1.5%		0.0%
Net income (loss)	\$ (470)	-0.1%	\$ 6,741	2.1%
Basic earnings (loss) per share:				
Income before cumulative effect of accounting change	\$ 0.38		\$ 0.58	
Cumulative effect of accounting change	(0.42)			
Net income (loss) per share	\$ (0.04)		\$ 0.58	
Diluted earnings (loss) per share:				
Income before cumulative effect of accounting change	0.38		0.57	
Cumulative effect of accounting change	(0.42)			
Net income (loss) per share	\$ (0.04)		\$ 0.57	

Condensed Consolidated Balance Sheets

(Stated in thousands	of dollars	except for r	er share data)
(Stated III thousands	or donars	CACCPL IOI P	ici siidic data)

Accepto	Nov	ember 29, 2003	Nove	mber 30, 2002
Assets Current assets				
	¢	15 101	φ	1 271
Cash and cash equivalents Accounts receivable, net	\$	15,181 39,230	\$	1,371 44,806
Inventories		36,454		43,449
Refundable income taxes		50,454 —		2,924
Deferred income taxes				
		5,307		3,600
Other current assets		4,525		6,816
Total current assets	_	100,697		102,966
Property and equipment, net		50,681		59,365
Investments		65,151		63,248
Retail real estate, net		32,930		31,177
Notes receivable, net		15,399		18,761
Other, net		15,522		15,363
		129,002		128,549
Total assets	\$	280,380	\$	290,880
Current liabilities Accounts payable	\$	15,127	\$	17,738
Accrued liabilities		22,341		16,406
Total current liabilities		37,468		34,144
Long-term liabilities				
Employee benefits		9,824		10,152
Long-term debt		_		3,000
Distributions in excess of affiliate earnings		13,070		13,941
		22,894		27,093
Commitments and Contingencies				
Stockholders' equity				
Common stock, par value \$5 a share, 50,000,000 shares authorized, issued and outstanding—				
11,599,936 in 2003 and 11,660,587 in 2002		58,000		58,303
Retained earnings		159,487		169,789
Accumulated other comprehensive income—unrealized holding gains, net of income tax		2,531		1,551
Total stockholders' equity		220,018		229,643
Total liabilities and stockholders' equity	\$	280,380	\$	290,880
- van masmitte und stockholders equity	Ψ	200,000	Ψ	250,000

Condensed Consolidated Statements of Cash Flows (Stated in thousands of dollars)

	52 Weeks Ended November 29, 2003		eeks Ended aber 30, 2002
Operating Activities	¢ (470)	¢	6 741
Net income (loss) Adjustments to reconcile net income to net cash provided by operating activities:	\$ (470)	\$	6,741
	10,521		10,804
Depreciation and amortization Equity in undistributed income of investments	(11,234)		(6,231)
Provision for write-down of property and equipment	1,530		_
Cumulative effect of accounting change, net of tax Provision for losses on trade accounts receivable	4,875 604		237
Provision for corporate owned life insurance	004		705
Net gain from sales of investment securities	(390)		
Net gain from sales of investment securities Net gain from sales of property and equipment	(289)		(707)
	(60)		722
Compensation earned under restricted stock plan	(1.154)		222
Deferred income taxes	(1,154)		2,215
Changes in employee benefit liabilities Changes in operating assets and liabilities, exclusive of assets and liabilities impacted by consolidation of LRG	(328)		(444)
Trade accounts receivable	307		5,874
Inventories	11,144		(7,695)
Refundable income taxes	2,924		1,757
Other current assets	3,563		3,835
Accounts payable and accrued liabilities	628		(5,437)
recounts payable and accraca habilities			(5,457)
Net cash provided by operating activities	22,561		11,876
Investing Activities			
Purchases of property and equipment	(6,215)		(9,659)
Proceeds from sales of property and equipment	729		
Proceeds from sales of investments	26,776		4,406
Purchases of investments	(21,776)		_
Dividends from an affiliate	5,154		5,623
Investments in unconsolidated affiliated companies	(90)		(2,419)
Other, net	589		2,164
Net cash provided by investing activities	5,167		115
Financing Activities			
Repayments under revolving credit arrangement, net	(3,000)		(3,000)
Repayment of note payable to bank	(784)		(1,189)
Repayment of real estate borrowing	_		(1,482)
Issuance of common stock, net	320		315
Repurchases of common stock	(1,193)		(1,253)
Cash dividends	(9,261)		(9,358)
Net cash used in financing activities	(13,918)		(15,967)
Net change in cash and cash equivalents	13,810		(3,976)
Cash and cash equivalents, beginning of year	1,371		5,347
Cash and cash equivalents, end of year	\$ 15,181	\$	1,371

Condensed Consolidated Statements of Income – Unaudited ADJUSTED FOR CONSOLIDATION OF LRG PURSUANT TO THE ADOPTION OF FIN 46

Fiscal	1 2003

		Fiscal 2003			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	2003
Net sales	\$77,614	\$76,866	\$79,433	\$82,944	\$316,857
Cost of sales	57,410	57,318	59,598	60,535	234,861
Gross profit	20,204	19,548	19,835	22,409	81,996
Selling, general and administrative	20,298	19,990	19,713	20,025	80,026
Restructuring and impaired fixed asset charges	3,200			<u> </u>	3,200
Income (loss) from operations	(3,294)	(442)	122	2,384	(1,230)
Other income, net	1,142	1,821	1,767	1,367	6,097
	(2.152)	1 270	1 000	2.751	4.067
Income before income taxes and cumulative effect of accounting change Income taxes	(2,152) 602	1,379 (186)	1,889 (332)	3,751 (546)	4,867 (462)
Income before cumulative effect of accounting change	(1,550)	1,193	1,557	3,205	4,405
Cumulative effect of accounting change, net of income tax	(4,875)				(4,875)
Net income (loss)	\$ (6,425)	\$ 1,193	\$ 1,557	\$ 3,205	\$ (470)
Basic earnings (loss) per share:					
Income (loss) before cumulative effect of accounting change Cumulative effect of accounting change	\$ (0.13) (0.42)	\$ 0.10 —	\$ 0.13 —	\$ 0.28 —	\$ 0.38 (0.42)
Net income (loss) per share	\$ (0.55)	\$ 0.10	\$ 0.13	\$ 0.28	\$ (0.04)
Diluted earnings (loss) per share:					
Income (loss) before cumulative effect of accounting change Cumulative effect of accounting change	\$ (0.13) (0.42)	\$ 0.10 —	\$ 0.13 —	\$ 0.28 —	\$ 0.38 (0.42)
Net income (loss) per share	\$ (0.55)	\$ 0.10	\$ 0.13	\$ 0.28	\$ (0.04)

Eigeal 2002

BASSETT FURNITURE INDUSTRIES, INC. AND SUBSIDIARIES

Condensed Consolidated Statements of Income – Unaudited

ADJUSTED FOR CONSOLIDATION OF LRG PURSUANT TO THE ADOPTION OF FIN 46

	<u></u>	Fiscal 2003		
	First Qtr. As filed	First Qtr. Adjusted	Difference	
Net sales	\$73,282	\$77,614	\$ 4,332	
Cost of sales	57,444	57,410	(34)	
Gross profit	15,838	20,204	4,366	
			4.005	
Selling, general and administrative Restructuring and impaired fixed asset charges	15,311 3,200	20,298 3,200	4,987 — —	
Income (loss) from operations	(2,673)	(3,294)	(621)	
Other income, net	826	1,142	316	
Income before income taxes and cumulative effect of accounting change	(1,847)	(2,152)	(305)(a)	
Income tax benefit		602	<u>85</u>	
Income before cumulative effect of accounting change	(1,330)	(1,550)	(220)	
Cumulative effect of accounting change, net of income tax	_	(4,875)	(4,875)	
Net income (loss)	\$ (1,330)	\$ (6,425)	\$ (5,095)	
Basic earnings (loss) per share:				
Income (loss) before cumulative effect of accounting change	\$ (0.11)	\$ (0.13)	\$ (0.02)	
Cumulative effect of accounting change	_	(0.42)	(0.42)	
Net income (loss) per share	\$ (0.11)	\$ (0.55)	\$ (0.44)	
Diluted earnings (loss) per share:				
Income (loss) before cumulative effect of accounting change	\$ (0.11)	\$ (0.13)	\$ (0.02)	
Cumulative effect of accounting change		(0.42)	(0.42)	
Net income (loss) per share	\$ (0.11)	\$ (0.55)	\$ (0.44)	

⁽a) The \$305 is the minority portion of LRG's first quarter losses which were not reflected in Bassett's first quarter results. As filed, LRG was being accounted for using the equity method. Beginning in the second quarter of 2003, all of LRG's losses were recorded by Bassett.

Condensed Consolidated Statements of Income – Unaudited

ADJUSTED FOR CONSOLIDATION OF LRG PURSUANT TO THE ADOPTION OF FIN 46

		Fiscal 2003		
	Second Qtr. As filed	Second Qtr. Adjusted	Difference	
Net sales	\$ 71,529	\$ 76,866	\$ 5,337	
Cost of sales	56,398 	57,318	920	
Gross profit	15,131	19,548	4,417	
Selling, general and administrative	15,409	19,990	4,581	
Restructuring and impaired fixed asset charges	<u> </u>			
Income (loss) from operations	(278)	(442)	(164)	
Other income, net	1,657	1,821	164	
Income before income taxes and cumulative effect of accounting change	1,379	1,379	_	
Income taxes	(186)	(186)		
Income before cumulative effect of accounting change	1,193	1,193		
Cumulative effect of accounting change, net of income tax	_	_	_	
Net income	\$ 1,193	\$ 1,193	\$ —	
Basic earnings per share:				
Income before cumulative effect of accounting change	\$ 0.10	\$ 0.10	\$ —	
Cumulative effect of accounting change				
Net income per share	\$ 0.10	\$ 0.10	\$ —	
Diluted earnings per share:				
Income before cumulative effect of accounting change	\$ 0.10	\$ 0.10	\$ —	
Cumulative effect of accounting change				
Net income per share	\$ 0.10	\$ 0.10	\$ —	

${\bf Condensed\ Consolidated\ Statements\ of\ Income-Unaudited\ ADJUSTED\ FOR\ CONSOLIDATION\ OF\ LRG\ PURSUANT\ TO\ THE\ ADOPTION\ OF\ FIN\ 46}$

		Fiscal 2003		
	Third Qtr. As filed	Third Qtr. Adjusted	Difference	
Net sales	\$ 74,434	\$ 79,433	\$ 4,999	
Cost of sales	58,797 ———	59,598	801	
Gross profit	15,637	19,835	4,198	
Selling, general and administrative	15,037	19,713	4,676	
Restructuring and impaired fixed asset charges	<u> </u>			
Income from operations	600	122	(478)	
Other income, net	1,289	1,767	478	
	4.000	4 000		
Income before income taxes and cumulative effect of accounting change Income tax provision	1,889 (332)	1,889 (332)		
Income before cumulative effect of accounting change	1,557	1,557	_	
Cumulative effect of accounting change, net of income tax	_	_	_	
Net income	\$ 1,557	\$ 1,557	\$ —	
Basic earnings per share:				
Income before cumulative effect of accounting change	\$ 0.13	\$ 0.13	\$ —	
Cumulative effect of accounting change				
Net income per share	\$ 0.13	\$ 0.13	\$ —	
Diluted earnings per share:				
Income (loss) before cumulative effect of accounting change	\$ 0.13	\$ 0.13	\$ —	
Cumulative effect of accounting change				
Net income per share	\$ 0.13	\$ 0.13	\$ —	