

AMERICAN REALTY INVESTORS INC
Form SC 13D/A
June 21, 2017

SC 13D/A 1 ari13da14060514.htm AMERICAN REALTY INVESTORS

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 15)

AMERICAN REALTY INVESTORS, INC.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

029174-10-9

(CUSIP Number)

Gene S. Bertcher

1603 LBJ Freeway, Suite 300

Dallas, Texas 75234

(469) 522-4200

(469) 522-4360 (Facsimile)

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

May 10, 2017

(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rules 13d-1(b)(3) or (4), 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 Rule 13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting persons'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).

CUSIP No. 029174-10-9

name of reporting
person

1

Realty Advisors,
LLC

check the
appropriate
box if a (A)

2

member (B)
of a
group
sec use only

3

source of funds

4

WC and OO
check if
disclosure of
legal
proceedings is
required
pursuant to 0
items 2(d) or
2(e)

5

citizenship or
place of
organization

6

nevada

number of sole voting
shares **7** power

beneficially **8** 7,921,508
owned by shared
voting
power

each

reporting

person -0-
sole
dispositive
with **9** power

7,921,508
10 shared
dispositive
power

11 -0-
aggregate amount
beneficially owned
by each reporting
person

12 9,921,508
check box
if the
aggregate
amount in
row (11)
excludes
certain
shares

13 percent of class
represented by
amount in row
(11)

14 60.47%
type of reporting
person

OO

CUSIP No. 029174-10-9

name of reporting
person

1 RA Stock
Holdings, Inc.
(formerly, Prime
Stock Holdings,
Inc.)

2 check the
appropriate
box if a (A)
member (B)
of a
group
sec use only

3

4 source of funds

5 WC
check if
disclosure of
legal
proceedings is
required
pursuant to o
items 2(d) or
2(e)

6 citizenship or
place of
organization

nevada
number of sole voting
shares **7** power
1,459,828
beneficially **8** shared
voting

owned by power

each

reporting -0-
sole
dispositive
person **9** power

with 1,459,828
10 shared
dispositive
power

11 -0-
aggregate amount
beneficially owned
by each reporting
person

12 1,459,828
check box
if the
aggregate
amount in
row (11)
excludes ^o
certain
shares

13 percent of class
represented by
amount in row
(11)

14 9.41%
type of reporting
person

CO

CUSIP No. 029174-10-9

name of reporting
person

1

Realty Advisors,
Inc.

check the
appropriate
box if a (A)

2

member (B)
of a
group
sec use only

3

source of funds

4

WC
check if
disclosure of
legal
proceedings is
required
pursuant to 0
items 2(d) or
2(e)

5

citizenship or
place of
organization

6

nevada

number of sole voting
shares **7** power

beneficially **8** 3,988,971
owned by shared
voting
power

each

reporting

person -0-
sole
dispositive
with **9** power

3,988,971
10 shared
dispositive
power

11 -0-
aggregate amount
beneficially owned
by each reporting
person

12 13,238,307
check box
if the
aggregate
amount in
row (11)
excludes
certain
shares

13 percent of class
represented by
amount in row
(11)

14 86.18%
type of reporting
person
CO

CUSIP No. 029174-10-9

name of reporting
person

1

Transcontinental
Realty Investors,
Inc.

2

check the
appropriate (A)
box if a
member of (B)
a group
sec use only

3

source of funds

4

OO
check if
disclosure of
legal
proceedings is
required o
pursuant to
items 2(d) or
2(e)
citizenship or
place of
organization

5

6

nevada

number of
shares

7

sole voting
power

beneficially

owned by

8

229,214
shared
voting
power

each

reporting

9

-0-
sole
dispositive
power

person

with 229,214
10 shared
dispositive
power

11 -0-
aggregate amount
beneficially owned
by each reporting
person

12 229,214
check box if
the aggregate
amount in
row (11)
excludes
certain shares

13 percent of class
represented by
amount in row (11)

14 1.48%
type of reporting
person
CO

CUSIP No. 029174-10-9

name of reporting
person

1

The Gene E.
Phillips Children's
Trust

check the
appropriate
box if a (A)

2

member (B)
of a
group
sec use only

3

source of funds

4

OO
check if
disclosure of
legal
proceedings is
required ^o

5

pursuant to
items 2(d) or
2(e)
citizenship or
place of
organization

6

texas

number of
shares **7** sole voting
power

beneficially
owned by **8** 27,602
shared
voting
power

each

-0-

reporting person **9** sole dispositive power

with **10** 27,602 shared dispositive power

11 -0- aggregate amount beneficially owned by each reporting person

12 27,602 check box if the aggregate amount in row (11) excludes certain shares 0

13 percent of class represented by amount in row (11)

14 0.1779% type of reporting person

OO

CUSIP No. 029174-10-9

name of reporting person
1 May Realty Holdings, Inc. (formerly, Realty Advisors Management, Inc.)

check the appropriate box if a member of a group
2
3 sec use only
4 source of funds

WC
 check if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e)
5
 citizenship or place of organization
6

nevada
 number of shares beneficially owned by each reporting person
 sole voting power
7
 -0-
 shared voting power
8
 -0-
9

person sole
with dispositive
 power

-0-
10 shared
dispositive
power

-0-
11 aggregate amount
beneficially owned
by each reporting
person

13,370,307
check box if
the
aggregate
amount in
12 row (11) o
excludes
certain
shares

13 percent of class
represented by
amount in row (11)

86.18%
14 type of reporting
person

CO

Item 1. Security and Issuer

This Amendment No. 15 to Statement on Schedule 13D (this "Amendment No. 15") relates to shares of Common Stock, par value \$0.01 per share (the "Shares") of American Realty Investors, Inc., a Nevada corporation (the "Issuer" or "ARL"), and further amends the original Statement on Schedule 13D as amended by Amendment Nos. 1 through 14 thereto (the "Amended Statement") previously filed with the Securities and Exchange Commission (the "Commission") by the "Reporting Persons" described below. The principal executive offices of the Issuer are located at 1603 LBJ Freeway, Suite 800, Dallas, Texas 75234. The Shares are listed and traded on the New York Stock Exchange ("NYSE"). The CUSIP number of the Shares is 029174-10-9.

This Amendment No. 15 to Schedule 13D is being filed to reflect the acquisition and May 10, 2017, receipt of 132,000 Shares (0.85% of the outstanding Shares) by one of the Reporting Persons. See item 5(c) below.

Item 2. Identity and Background

Item 2 of the Amended Statement is hereby further amended as follows:

(a)-(c) This Amendment No. 15 is filed on behalf of The Gene E. Phillips Children's Trust, a trust formed under the laws of the State of Texas (the "GEP Trust"), Transcontinental Realty Investors, Inc., a Nevada corporation ("TCI"), Realty Holdings, Inc. (formerly, Realty Advisors Management, Inc.), a Nevada corporation ("MRHI"), Realty Advisors, Inc., a Nevada corporation ("RAI"), the sole stockholder of which is MRHI, Realty Advisors, LLC, a Nevada limited liability company ("RALLC"), the sole member of which is RAI and RA Stock Holdings, Inc. (formerly, Prime Stock Holdings, Inc.), a Nevada corporation ("Holdings"), which is wholly owned by RALLC. Each of the Reporting Persons has its principal executive offices located at 1603 LBJ Freeway, Suite 300, Dallas, Texas 75234. All of GEP Trust, TCI, MRHI, RAI, RALLC and Holdings are collectively referred to as the "Reporting Persons." The Reporting Persons may be deemed to constitute a "person" within the meaning of Section 13(d) of the Securities Exchange Act of 1934, as amended, because Holdings is owned by RALLC, the sole member of which is RAI, the sole stockholder of which is MRHI, which is beneficially owned by a trust established for the benefit of Gene E. Phillips' children. RALLC owns all of the voting securities of Holdings. The executive officers of TCI are also executive officers of MRHI, RAI and RALLC. Mr. Phillips' son, Bradford A. Phillips, serves as a Vice President of MRHI and is a beneficiary of the GEP Trust. The executive officers of ARL are also executive officers of TCI.

Item 3. Source and Amount of Funds or Other Consideration

The funds utilized by RALLC to acquire the 132,000 Shares described in Item 5(c) below came from the working capital funds of RALLC.

Item 5. Interest in Securities of the Issuer

The Amended Statement is hereby further amended as follows:

- (a) According to the latest information available from the Issuer, as of March 31, 2017, the total number of issued and outstanding Shares was 15,514,360. As of May 10, 2017, after giving effect to the transaction described in item 5(c), the Reporting Persons own and hold directly and beneficially the following Shares as of May 10, 2017:

Name**No. of Shares Owned Directly Approximate Percent of Class**

| | | |
|-----------|-------------------|---------------|
| GEP Trust | 27,602 | 0.178% |
| TCI | 229,214 | 1.48% |
| RALLC | 7,921,5086 | 60.47% |
| RAI | 3,988,971 | 25.71% |
| MRHI | -0- | 0.00% |
| Holdings | <u>1,459,828</u> | <u>9.41%</u> |
| | <u>13,627,123</u> | <u>87.78%</u> |

Pursuant to Rule 13d-3 under the Exchange Act, each of the directors of Holdings may be deemed to beneficially own the number of Shares owned by Holdings described above; each of the directors of MRHI may be deemed to beneficially own the number of Shares owned by RAI, RALLC and Holdings described above; each of the managers of RALLC may be deemed to beneficially own the number of Shares beneficially owned by RALLC and Holdings; each of the directors of RAI may be deemed to beneficially own the number of Shares owned by RALLC and Holdings described above; each of the directors of TCI may be deemed to beneficially own the number of Shares owned by TCI described above; the Trustees of the GEP Trust may be deemed to beneficially own the Shares held directly by the GEP Trust. Those individuals and the number of Shares deemed beneficially owned pursuant to Rule 13d-3 and the approximate percent of the class, as well as the relationship, as of May 10, 2017, are set forth in the following table:

Name of Director**and/or Manager Entity No. of Shares Beneficially Owned Percent of Class**

| | | | |
|---------------------|-----------------------------------|------------|--------|
| Donald W. Phillips | GEP Trust | 27,602 | 0.178% |
| Mickey Ned Phillips | RALLC, RAMI, Holdings, and RAI | 13,370,307 | 86.18% |
| Henry A. Butler | TCI | 229,214 | 1.48% |

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| | | | |
|---|-----------------------|--------------------|---------------|
| Robert A. Jakuszewski | TCI | 229,214 | 1.48% |
| Ted R. Munselle | TCI | 229,214 | 1.48% |
| Raymond D. Roberts | TCI | 229,214 | 1.48% |
| Gene S. Bertcher | RALLC and Holdings | 13,370,307 | 86.18% |
| Daniel J. Moos+ | RALLC and Holdings | <u>13,238,307</u> | <u>86.18%</u> |
| Total Shares beneficially owned by Reporting | | | |
| Persons and individuals listed above: | | <u>13,6275,123</u> | <u>87.78%</u> |

+ Daniel J. Moos owns directly 5,000 Shares, which are not included in the table.

(b) Each of the managers of RALLC share voting and dispositive power over the 7,921,508 Shares held by RALLC. Each of the directors of Holdings share voting and dispositive power over the 1,459,828 Shares held by Holdings. Each of the directors of TCI share voting and dispositive power over the 229,214 Shares held by TCI. The Trustee of the GEP Trust has complete voting and dispositive power over the 27,602 Shares held by the GEP Trust. Each of the directors of RAI share voting and dispositive power over the 3,988,971 Shares held by RAI.

(c) During the 60 calendar days ended May 10, 2017, the Reporting Persons and their respective executive officers and directors or managers did not engage in any transaction involving the Shares or any other equity interest derivative thereof, except for the final acquisition and receipt of 132,000 Shares (less than 1% of the outstanding) by RALLC from an individual not affiliated with any of the Reporting Persons, pursuant to an agreement originally entered into on May 21, 2015. Under the original arrangement, such individual agreed to sell all of the 132,000 Shares to RALLC for the price of \$6.25 per Share, plus interest at 5% per annum, payable over a 24-month period in monthly installments, with the 132,000 Shares not physically being delivered to RALLC until after the final payment was made. After three initial payments, the parties renegotiated the price up to \$6.65 per Share for the remaining 21 months of payments at the same interest rate of 5%. The total principal amount paid over 24 months was \$871,290.83, which yields a blended average payment of \$6.60 per Share, plus interest. Under the agreement, if the market price per Share for five consecutive trading days exceeded a specified amount, the individual could have discontinued the monthly payment price, delivered the Shares for which payment had been made to RALLC, and sell the remaining Shares as he wished; similarly, if the market price per Share declined below a specified level, RALLC could have terminated the arrangement, receiving the Shares acquired to that date and ceasing to make payments. Ultimately, RALLC made the 24 payments, and the individual delivered the 132,000 Shares to RALLC on May 10, 2017.

(d) No person other than the Reporting Persons or their respective Board of Directors, Managers or Trustees is known to have the right to receive or the power to direct receipt of dividends from, or proceeds of sale of, the Shares of ARL Common Stock held by RAI, RALLC, Holdings, TCI and/or the GEP Trust.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 of the Amended Statement is hereby further amended to read as follows:

Of the Shares owned directly by RAI, 3,433,436 Shares are subject to an accommodation pledge for a loan to another entity at First NBC Bank and 405,900 Shares are subject to a pledge for a loan from Shillington to RAI. Of the Shares owned directly by RALLC, 2,450,000 are subject to an accommodation pledge for a loan to another entity at First NBC Bank.

Of the Shares owned by TCI, 140,000 Shares are subject to an accommodation pledge for a loan to another entity at First NBC Bank.

Of the Shares owned by RALLC, 20,000 Shares are subject to an accommodation pledge for a loan to another entity at United Bank.

Of the 149,635 Shares owned directly by RAI, 5,471,508 Shares owned by RALLC and the 1,459,828 Shares owned by Holdings, all are held in bank and brokerage accounts along with other securities owned by each entity and, as such, those Shares may be deemed to be “collateral” for any borrowings made from time to time pursuant to customary margin or other account arrangements with such banks and/or brokers. Such arrangements are standard involving margin securities of up to a specified percentage of market value of the Shares, as well as other securities in such accounts, bear interest at varying rates and contain only standard default and similar provisions, the operation of which should not give any other person immediate voting power or investment power over such Shares.

Except as set forth in the preceding paragraphs, the Reporting Persons do not have any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities or the Issuer including, but not limited to, transfer of voting of any of the securities, finders’ fees, joint ventures, loan or option arrangements, puts or calls, guaranties of profits, divisions of profits, divisions of profits or loss, or the giving or withholding of proxies.

SIGNATURES

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this Amendment No. 15 to Statement on Schedule 13D is true, complete, and correct.

Dated: May 18, 2017

REALTY ADVISORS, INC.

REALTY ADVISORS, LLC

By: /s/ Gene S. Bertcher

By: /s/ Gene S. Bertcher

Gene S. Bertcher, Vice President

Gene S. Bertcher, Vice President

GENE E. PHILLIPS CHILDREN'S TRUST TRANSCONTINENTAL REALTY INVESTORS, INC.

By: /s/ Donald W. Phillips

By: /s/ Gene S. Bertcher

Donald W. Phillips, Trustee

Gene S. Bertcher, Executive Vice President

RA STOCK HOLDINGS, INC.

REALTY ADVISORS MANAGEMENT, INC.

By: /s/ Gene S. Bertcher

By: /s/ Gene S. Bertcher

Gene S. Bertcher, Vice President

Gene S. Bertcher, Vice President

