

THOR INDUSTRIES INC  
Form SC 13D/A  
October 18, 2012

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 13D**

**(Rule 13d-101)**

**(Amendment No. 7)**

**THOR INDUSTRIES, INC.**

**(Name of Issuer)**

**Common Stock, \$0.10 Par Value**  
**(Title of class of securities)**

**885160101**  
**(CUSIP number)**

**M. Adel Aslani-Far**

**Latham & Watkins LLP**

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885 Third Avenue

New York, NY 10022

(212) 906-1200

(Name, address and telephone number of person authorized to receive notices and communications)

October 2, 2012

(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 Rule 13d-1(e), 13d-1(f) or 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* 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 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 page(s)

Page 1 of 10 Pages

1 NAME OF REPORTING PERSON:

Estate of Wade F. B. Thompson

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS:

n/a

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

2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

United States

7 SOLE VOTING POWER:

NUMBER OF

SHARES 0  
8 SHARED VOTING POWER:

BENEFICIALLY

OWNED BY 0  
EACH 9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON 0  
10 SHARED DISPOSITIVE POWER:  
WITH

11 0  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:

0  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: "

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

0%  
14 TYPE OF REPORTING PERSON:

OO

1 NAME OF REPORTING PERSON:

Angela E. Thompson

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS:

n/a

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

2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

United States

7 SOLE VOTING POWER:

NUMBER OF

SHARES 0

8 SHARED VOTING POWER:

BENEFICIALLY

OWNED BY 5,940,820(1)

EACH 9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON 0

10 SHARED DISPOSITIVE POWER:

WITH

5,940,820(1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:

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12 5,940,820(1)  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: "

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

14 11.23%  
TYPE OF REPORTING PERSON:

IN

(1) Includes 5,940,820 shares of common stock, par value \$0.10 per share, of Thor Industries, Inc. owned by The Thompson Family Foundation, Inc. (the Foundation ). Mrs. Thompson may be deemed to be a beneficial owner of the shares held by the Foundation.

1 NAME OF REPORTING PERSON:

Alan Siegel

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS:

n/a

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

2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

United States

7 SOLE VOTING POWER:

NUMBER OF

SHARES 3,000

8 SHARED VOTING POWER:

BENEFICIALLY

OWNED BY 5,940,820(1)

EACH 9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON 3,000

10 SHARED DISPOSITIVE POWER:

WITH

5,940,820(1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:

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12 5,943,820(1)  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: "

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

14 11.23%  
TYPE OF REPORTING PERSON:

IN

(1) Includes 5,940,820 shares of common stock, par value \$0.10 per share, of Thor Industries, Inc. owned by the Foundation. Mr. Siegel may be deemed to be a beneficial owner of the shares held by the Foundation.



1 NAME OF REPORTING PERSON:

The Thompson Family Foundation, Inc.

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS:

n/a

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

2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

United States

7 SOLE VOTING POWER:

NUMBER OF

SHARES 5,940,820  
8 SHARED VOTING POWER:

BENEFICIALLY

OWNED BY 0  
EACH 9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON 5,940,820  
10 SHARED DISPOSITIVE POWER:

WITH

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:

12 5,940,820  
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: "

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

14 11.23%  
TYPE OF REPORTING PERSON:

OO

1 NAME OF REPORTING PERSON:

Trust Fund under Article Third of the Wade F. B. Thompson Revocable Trust

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

(a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS:

n/a

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

2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

United States

7 SOLE VOTING POWER:

NUMBER OF

SHARES 0  
8 SHARED VOTING POWER:

BENEFICIALLY

OWNED BY 0  
EACH 9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON 0  
10 SHARED DISPOSITIVE POWER:  
WITH

11 0  
AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:

0  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: "

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

0%  
14 TYPE OF REPORTING PERSON:

OO

This Amendment No. 7 to Schedule 13D ( Amendment No. 7 ) relates to the common stock, par value \$0.10 per share (the Shares ), of Thor Industries, Inc., a Delaware corporation (the Company ). This Amendment No. 7 is being filed jointly by the Estate of Wade F. B. Thompson, Angela E. Thompson, Alan Siegel, the Foundation and the Trust Fund under Article Third of the Wade F. B. Thompson Revocable Trust (collectively, the Reporting Persons ) to amend and supplement the Items set forth below of the Reporting Persons Schedule 13D previously filed with the Securities and Exchange Commission (the SEC ) on December 4, 2009, as amended on December 21, 2009, April 22, 2010, August 16, 2011, January 20, 2012, June 26, 2012, and July 3, 2012 (collectively, Schedule 13D ). The Schedule 13D is hereby amended as follows:

### **Item 3. Source and Amount of Funds or Other Consideration**

As a non-employee director of the Company, the Company has granted restricted stock units to Mr. Siegel, as reported in Item 5 below, as part of his equity compensation.

### **Item 4. Purpose of Transaction**

On June 28, 2012, the Foundation, the residuary beneficiary of the Estate, entered into a stock sales plan with Credit Suisse Securities (USA) LLC ( Credit Suisse ) pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (the Rule 10b5-1 stock plan ), under which Credit Suisse is authorized to sell the Shares of Thor Industries, Inc. owned by the Foundation on its behalf. As of the close of business on October 2, 2012, the Foundation had sold an aggregate of 600,000 Shares pursuant to the Rule 10b5-1 stock plan. The description of the Rule 10b5-1 stock plan set forth in Item 6 below is incorporated herein by reference in its entirety.

As a non-employee director of the Company, the Company has granted restricted stock units to Mr. Siegel. As disclosed in the Current Report on Form 8-K of the Company filed on October 12, 2012, and the Form 4 filed by Mr. Siegel on October 11, 2012, on October 9, 2012 Mr. Siegel was awarded 1,000 restricted stock units, all of which will vest on October 9, 2013, the first anniversary of the date of grant, resulting in the issuance of Shares at that time.

### **Item 5. Interest in Securities of the Issuer**

(a) As of September 14, 2012, the number of Shares outstanding was approximately 52,923,010. As of the date hereof, the Foundation may be deemed the beneficial owner of 5,940,820 Shares (approximately 11.23% of the total number of Shares outstanding). As of the date hereof, Mrs. Thompson may be deemed the beneficial owner of 5,940,820 Shares (approximately 11.23% of the total number of Shares outstanding). As of the date hereof, Mr. Siegel may be deemed the beneficial owner of 5,943,820 Shares (approximately 11.23% of the total number of Shares outstanding), consisting of (i) 5,940,820 Shares held by the Foundation, (ii) 2,000 Shares issuable upon exercise of stock options held by Mr. Siegel and (iii) 1,000 restricted stock units that are scheduled to vest on October 9, 2013. As of the date hereof, the Estate may be deemed the beneficial owner of 0 Shares. As of the date hereof, the Trust may be deemed the beneficial owner of 0 Shares.

(b) As of the date hereof, (i) the Estate may be deemed to have the sole or shared power to direct the voting and disposition of 0 Shares, (ii) the Foundation may be deemed to have the sole power to direct the voting and disposition of 5,940,820 Shares, (iii) Mrs. Thompson and Mr. Siegel may be deemed to have the shared power to direct the voting and disposition of 5,940,820 Shares, (iv) Mr. Siegel may be deemed to have the sole power to direct the voting and disposition of 3,000 Shares and (v) the Trust may be deemed to have the sole or shared power to direct the voting and disposition of 0 Shares.

(c) Since the most recent filing of the Schedule 13D, pursuant to the Rule 10b5-1 stock plan, the Foundation sold an aggregate of 600,000 Shares at a weighted average price of \$32.6567 per share. A list of the transactions in the Company's Shares that were effected by the Foundation since the most recent filing of the Schedule 13D is attached hereto as Exhibit 99.5.

The information set forth in Item 4 above is hereby incorporated by reference in response to this Item 5(c) regarding the 1,000 restricted stock units awarded to Mr. Siegel on October 9, 2012.

(d) Not applicable.

(e) Not applicable.

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

On June 28, 2012, the Foundation entered into a stock sales plan with Credit Suisse pursuant to Rule 10b5-1 under the Securities Exchange Act of 1934, as amended. Under the Rule 10b5-1 stock plan, Credit Suisse is authorized to effect the sale of up to 1,000,000 Shares by December 31, 2013. Credit Suisse's authority to sell the Shares commenced on July 9, 2012. All sales under the Rule 10b5-1 stock plan are to be made in the discretion of Credit Suisse and in accordance with the terms, conditions and restrictions of the Rule 10b5-1 stock plan. The Foundation shall not have any control, influence, or authority over sales made pursuant to the Rule 10b5-1 stock plan. As of the close of business on October 2, 2012, the Foundation had sold an aggregate of 600,000 Shares pursuant to the Rule 10b5-1 stock plan.

**Item 7. Materials to be Filed as Exhibits**

(a) The information set forth in the Exhibit Index is incorporated herein by reference.

**SIGNATURE**

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

Date: October 18, 2012

ESTATE OF WADE F. B. THOMPSON

/s/ Angela E. Thompson  
Name: Angela E. Thompson

Title: Co-Executor

/s/ Alan Siegel  
Name: Alan Siegel

Title: Co-Executor

Date: October 18, 2012

TRUST FUND UNDER ARTICLE THIRD OF THE WADE

F. B. THOMPSON REVOCABLE TRUST

/s/ Alan Siegel  
Name: Alan Siegel

Title: Trustee

Date: October 18, 2012

THE THOMPSON FAMILY FOUNDATION, INC.

/s/ Alan Siegel  
Name: Alan Siegel

Title: Officer and Director

Date: October 18, 2012

ANGELA E. THOMPSON

/s/ Angela E. Thompson

Date: October 18, 2012

ALAN SIEGEL

/s/ Alan Siegel



**EXHIBIT INDEX**

- 99.1. Assignment agreement between the Estate and the Trust.\*
- 99.2. Assignment Agreement between the Trust and the Foundation.\*
- 99.3. Transfer Agreement authorizing the direct transfer of the shares from the Estate to the Foundation.\*
- 99.4. Joint Filing Agreement, dated as of June 22, 2012, by and among the Estate of Wade F. B. Thompson, the Trust Fund under Article Third of the Wade F. B. Thompson Revocable Trust, The Thompson Family Foundation, Inc., Angela E. Thompson and Alan Siegel.\*
- 99.5. List of the Transactions since the most recent filing of Schedule 13D.

\* Previously filed.