

SHOE CARNIVAL INC
Form SC 13G/A
March 09, 2018

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 8)***

Shoe Carnival, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

824889109

(CUSIP Number)

February 27, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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 the following pages)

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CUSIP No. 824889109

13G

| | |
|----|--|
| 1 | Names of Reporting Persons J. Wayne Weaver |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Citizenship or Place of Organization United States |
| 5 | Sole Voting Power 499,922 (1)(2) |
| 6 | Shared Voting Power 2,499,922 (1)(3) |
| 7 | Sole Dispositive Power 499,922 (1)(2) |
| 8 | Shared Dispositive Power 2,499,922 (1)(3) |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 2,999,844 (1)(2)(3) |
| 10 | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> N/A |
| 11 | Percent of Class Represented by Amount in Row (9) 17.7% (1)(2)(3)(4) |
| 12 | Type of Reporting Person (See Instructions) IN |

(1) Reflects the three-for-two stock split of the shares of the Issuer's common stock, which was effected in the form of a stock dividend paid on April 27, 2012.

(2) Represents the number of shares beneficially owned by Mr. Weaver after the transfer of 1,000,000 shares by Mr. Weaver to the J. Wayne Weaver 2018 Grantor Retained Annuity Trust for Leigh Anne Weaver (the Leigh Weaver GRAT) and the transfer of 1,000,000 shares by Mr. Weaver to the J. Wayne Weaver 2018 Grantor Retained Annuity Trust for Bradley Wayne Weaver (the Bradley Weaver GRAT) on February 27, 2018. Leigh Anne Weaver is the sole trustee of the Leigh Weaver GRAT and, as sole trustee, has sole voting and dispositive power with respect to the shares held by the Leigh Weaver GRAT. Bradley W. Weaver is the sole trustee of the Bradley Weaver GRAT and, as sole trustee, has sole voting and dispositive power with respect to the shares held by the Bradley Weaver GRAT. Mr. Weaver did not retain any voting or dispositive power over the shares held by either the Leigh Weaver GRAT or the Bradley Weaver GRAT.

(3) Includes 2,499,922 shares owned by Mr. Weaver's spouse.

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(4) Based on 16,951,770 outstanding shares of the Issuer's common stock as of November 30, 2017, as reported by the Issuer in its Quarterly Report on Form 10-Q for the period ended October 28, 2017, filed with the Securities and Exchange Commission on December 5, 2017.

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13G

| | |
|----|--|
| 1 | Names of Reporting Persons Delores B. Weaver |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Citizenship or Place of Organization United States |
| 5 | Sole Voting Power 2,499,922 (1) |
| 6 | Shared Voting Power 499,922 (1)(2) |
| 7 | Sole Dispositive Power 2,499,922 (1) |
| 8 | Shared Dispositive Power 499,922 (1)(2) |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 2,999,844 (1)(2) |
| 10 | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> N/A |
| 11 | Percent of Class Represented by Amount in Row (9) 17.7% (1)(2)(3) |
| 12 | Type of Reporting Person (See Instructions) IN |

(1) Reflects the three-for-two stock split of the shares of the Issuer's common stock, which was effected in the form of a stock dividend paid on April 27, 2012.

(2) Includes 499,922 shares beneficially owned by Mrs. Weaver's spouse after the transfer of 1,000,000 shares by Mrs. Weaver's spouse to the Leigh Weaver GRAT and the transfer of 1,000,000 shares by Mrs. Weaver's spouse to the Bradley Weaver GRAT on February 27, 2018. Leigh Anne Weaver is the sole trustee of the Leigh Weaver GRAT and, as sole trustee, has sole voting and dispositive power with respect to the shares held by the Leigh Weaver GRAT. Bradley W. Weaver is the sole trustee of the Bradley Weaver GRAT and, as sole trustee, has sole voting and dispositive power with respect to the shares held by the Bradley Weaver GRAT. Mrs. Weaver's spouse did not retain any voting or dispositive power over the shares held by either the Leigh Weaver GRAT or the Bradley Weaver GRAT.

(3) Based on 16,951,770 outstanding shares of the Issuer's common stock as of November 30, 2017, as reported by the Issuer in its Quarterly Report on Form 10-Q for the period ended October 28, 2017, filed with the Securities and Exchange Commission on December 5, 2017.

Item 1.

- (a) Name of Issuer
Shoe Carnival, Inc. (the Issuer)
- (b) Address of Issuer s Principal Executive Offices
7500 East Columbia Street
Evansville, Indiana 47715

Item 2.

- (a) Name of Person Filing
 - (i) J. Wayne Weaver
 - (ii) Delores B. Weaver
- (b) Address of Principal Business Office or, if none, Residence
 - (i) J. Wayne Weaver

7500 East Columbia Street

Evansville, Indiana 47715
 - (ii) Delores B. Weaver

7500 East Columbia Street

Evansville, Indiana 47715
- (c) Citizenship
 - (i) J. Wayne Weaver: United States
 - (ii) Delores B. Weaver: United States
- (d) Title of Class of Securities
Common Stock, par value \$0.01 per share (Common Stock)
- (e) CUSIP Number
824889109

Item 3.

- If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a) Broker or dealer registered under section 15 of the Act.
 - (b) Bank as defined in section 3(a)(6) of the Act.
 - (c) Insurance company as defined in section 3(a)(19) of the Act.
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940.
 - (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E).
 - (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F).
 - (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G).
 - (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940.
 - (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J).
 - (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

| | | | |
|-------|---|------------------|--------|
| (a) | Amount beneficially owned | | |
| (i) | J. Wayne Weaver: | 2,999,844 shares | (1) |
| (ii) | Delores B. Weaver: | 2,999,844 shares | (2) |
| (b) | Percent of class | | |
| (i) | J. Wayne Weaver: | 17.7% | (1)(3) |
| (ii) | Delores B. Weaver: | 17.7% | (2)(3) |
| (c) | Number of shares as to which such person has: | | |
| (i) | Sole power to vote or to direct the vote | | |
| (i) | J. Wayne Weaver: | 499,922 | |
| (ii) | Delores B. Weaver: | 2,499,922 | |
| (ii) | Shared power to vote or to direct the vote | | |
| (i) | J. Wayne Weaver: | 2,499,922 | (1) |
| (ii) | Delores B. Weaver: | 499,922 | (2) |
| (iii) | Sole power to dispose or to direct the disposition of | | |
| (i) | J. Wayne Weaver: | 499,922 | |
| (ii) | Delores B. Weaver: | 2,499,922 | |
| (iv) | Shared power to dispose or to direct the disposition of | | |
| (i) | J. Wayne Weaver: | 2,499,922 | (1) |
| (ii) | Delores B. Weaver: | 499,922 | (2) |

(1) Includes 2,499,922 shares owned by Mr. Weaver's spouse.

(2) Includes 499,922 shares owned by Mrs. Weaver's spouse.

(3) The percentage of shares beneficially owned is based on 16,951,770 outstanding shares of the Issuer's common stock as of November 30, 2017, as reported by the Issuer in its Quarterly Report on Form 10-Q for the period ended October 28, 2017, filed with the Securities and Exchange Commission on December 5, 2017.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.
Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person
Not Applicable

Item 8. Identification and Classification of Members of the Group
Not Applicable

Item 9. Notice of Dissolution of Group
Not Applicable

Item 10.
Not Applicable

Certification

SIGNATURE

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

Date: March 9, 2018

By: /s/ J. Wayne Weaver
J. Wayne Weaver

By: /s/ Delores B. Weaver
Delores B. Weaver