

MILLER INDUSTRIES INC /TN/

Form SC 13D/A

June 12, 2009

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1 )\***

Miller Industries, Inc.  
(Name of Issuer)  
Common Stock  
(Title of Class of Securities)  
600551 20 4  
(CUSIP Number)

W. Tom Donaldson, III Esq  
McGuireWoods LLP  
201 North Tryon Street, Suite 2700  
Charlotte, North Carolina 28202  
(704) 343-2000

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

May 5, 2009

(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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-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 purposes 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).

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**SCHEDULE 13D**

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NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Morehead Opportunity Fund, LP

EIN 92-0202197

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

SEC USE ONLY

SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

NUMBER OF 0

SHARES SHARED VOTING POWER

BENEFICIALLY

OWNED BY 521,137

EACH  
REPORTING  
PERSON

SOLE DISPOSITIVE POWER

0

WITH

SHARED DISPOSITIVE POWER

521,137

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

521,137

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.49%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Investors Management Corporation

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (a)
- (b)

SEC USE ONLY

SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS  
2(d) OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

SOLE VOTING POWER

NUMBER OF 0

SHARES SHARED VOTING POWER  
BENEFICIALLY OWNED BY 521,137

EACH SOLE DISPOSITIVE POWER

REPORTING  
PERSON

0

WITH

SHARED DISPOSITIVE POWER

521,137

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

521,137

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.49%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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Item 5. Interest in Securities of the Issuer

SIGNATURE

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This Amendment No. 1 (this Amendment) relates to the Schedule 13D filed by Morehead Opportunity Fund, LP, a Delaware limited partnership (Morehead Opportunity Fund) and Investors Management Corporation (IMC, and together with Morehead Opportunity Fund, the Reporting Persons) with the Securities and Exchange Commission on October 29, 2008, relating to shares of common stock of Miller Industries, Inc., a Delaware corporation (Issuer). Capitalized terms not otherwise defined herein shall have the meanings ascribed such terms in the Schedule 13D filed on October 29, 2008.

This Amendment is being filed to report the transfers, as set forth below, of Shares by Morehead Opportunity Fund that resulted in Morehead Opportunity Fund beneficially owning less than 5% of the outstanding common stock of the Issuer. Item 5 is hereby amended and restated as follows:

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

(a) As of the close of business on June 4, 2009, the Reporting Persons beneficially owned 521,137 Shares, constituting approximately 4.49% of the Shares outstanding. The percentage of Shares beneficially owned by the Reporting Persons is based upon 11,608,455 Shares outstanding, which is the total number of Shares outstanding as of April 30, 2009 as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended March 31, 2009.

(b) See paragraph (a) above.

(c) The following sales of Shares have been made by the Reporting Persons in the past 60 days:

<b>Date</b>	<b>Shares Sold</b>	<b>Average Price (including commissions)</b>
04/15/09	52,700	8.0640
04/16/09	2,900	8.0045
04/17/09	700	8.0000
04/21/09	1,000	8.0000
04/24/09	2,800	8.0225
04/27/09	1,825	8.0067
04/28/09	1,900	8.0005
04/29/09	1,100	8.0127
04/30/09	1,600	8.0050
05/01/09	3,700	8.0543
05/04/09	800	8.0762
05/05/09	3,000	8.0013
05/06/09	300	8.0200
05/08/09	3,191	8.0288
05/28/09	5,600	8.1209
05/29/09	9,000	8.0446
06/01/09	22,100	8.1684
06/03/09	17,100	8.1694

These transactions were the only transactions in the Shares effected during the last 60 days by the Reporting Persons and, to the knowledge of the Reporting Persons, Morehead Capital Advisors I, LLC.

(d) None.

(e) On May 5, 2009, as a result of the transactions described in this Item 5, Morehead Opportunity Fund ceased to be the beneficial owner of more than 5% of the outstanding shares of the Issuer's common stock.



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**SIGNATURE**

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

MOREHEAD OPPORTUNITY FUND, LP

Date: June 12, 2009

By: MOREHEAD CAPITAL ADVISORS I, LLC

By: /s/ William Quinton Maynard  
Name: William Quinton Maynard  
Title: Manager

INVESTORS MANAGEMENT CORPORATION

Date: June 12, 2009

By: /s/ Richard A. Urguhart III  
Name: Richard A. Urguhart III  
Title: Vice President of Finance