

ETHAN ALLEN INTERIORS INC  
Form DFAN14A  
August 14, 2015

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

**Ethan Allen Interiors Inc.**

(Name of Registrant as Specified In Its Charter)

**Sandell Asset Management Corp.**

**Castlerigg Master Investments Ltd.**

**Castlerigg International Limited**

**Castlerigg International Holdings Limited**

**Castlerigg Offshore Holdings, Ltd.**

**Castlerigg Active Investment Fund, Ltd.**

**Castlerigg Active Investment Intermediate Fund, L.P.**

**Castlerigg Active Investment Master Fund, Ltd.**

**Castlerigg Equity Event and Arbitrage Fund**

**Pulteney Street Partners, L.P.**

**Thomas E. Sandell**

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rule 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

On August 14, 2015, Sandell Asset Management Corp. (“SAMC”) sent a letter to Farooq Kathwari, Chairman and CEO of Ethan Allen Interiors Inc. (the “Company”), and issued a press release disclosing the letter (the “August 14 Press Release”), in which SAMC stated its belief that the Company’s stock is trading at a discount to its intrinsic value and that the Company has underperformed its publicly-traded peers. In the August 14 Press Release, SAMC described the alternatives set forth above which it believes are available to the Company to enhance shareholder value. A copy of the August 14 Press Release including the full text of the letter is filed herewith as Exhibit 1.

Information regarding the participants in a solicitation of proxies from stockholders of the Company in connection with the Company’s 2015 annual meeting of stockholders is filed herewith as Exhibit 2.