

Houston Wire & Cable CO  
Form SC 13G/A  
January 30, 2008

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

**SCHEDULE 13G**

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

**Houston Wire & Cable Company**

(Name of Issuer)

**Common Stock, par value \$0.001 per share**

(Title of Class of Securities)

**44244K109**

(CUSIP Number)

**January 30, 2008**

(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).

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**



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CUSIP No. 44244K109

1. Names of Reporting Persons  
Code, Hennessy & Simmons II, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
-0-
6. Shared Voting Power  
-0-
7. Sole Dispositive Power  
-0-
8. Shared Dispositive Power  
-0-
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
-0-
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
0%
12. Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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CUSIP No. 44244K109

1. Names of Reporting Persons  
CHS Management II, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
- |   |    |                                 |
|---|----|---------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>-0-        |
|   | 6. | Shared Voting Power<br>-0-      |
|   | 7. | Sole Dispositive Power<br>-0-   |
|   | 8. | Shared Dispositive Power<br>-0- |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
-0-
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
0%
12. Type of Reporting Person (See Instructions)  
PN

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CUSIP No. 44244K109

1. Names of Reporting Persons  
Code, Hennessy & Simmons II, Inc. (f/k/a Code, Hennessy & Simmons, Inc.)
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Illinois
5. Sole Voting Power  
-0-
6. Shared Voting Power  
-0-
7. Sole Dispositive Power  
-0-
8. Shared Dispositive Power  
-0-
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
-0-
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
0%
12. Type of Reporting Person (See Instructions)  
CO

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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**Item 1.**

(a) Name of Issuer:

This Amendment No. 1 to Schedule 13G relates to shares of common stock of Houston Wire & Cable Company, a Delaware corporation (the Issuer ).

(b) Address of Issuer's Principal Executive Offices:

10201 North Loop East, Houston, Texas 77029

**Item 2.**

(a) Name of person filing:

Pursuant to Rules 13d-1(k)(1) and (2) promulgated under the Securities Exchange Act of 1934, as amended (the Act ), the undersigned hereby file this Amendment No. 1 to Schedule 13G on behalf of Code, Hennessy & Simmons II, L.P., a Delaware limited partnership ( Fund II ), CHS Management II, L.P., a Delaware limited partnership ( Management II ), and Code, Hennessy & Simmons II, Inc., an Illinois corporation ( CHS II , which was formerly known as Code, Hennessy & Simmons, Inc.). The foregoing persons are sometimes referred to collectively as the Reporting Persons. The Reporting Persons are making this single, joint filing because they may be deemed to constitute a group within the meaning of Section 13(d)(3) of the Act, although neither the fact of this filing nor anything contained herein shall be deemed an admission by any of the Reporting Persons that such a group exists.

(b) Address or principal business office or, if none, residence:

The address or principal business office of each of the Reporting Persons is 10 South Wacker Drive, Chicago, Illinois 60606.

(c) Citizenship:

Fund II and Management II are limited partnerships formed under the laws of the State of Delaware, and CHS II is incorporated under the laws of the State of Illinois.

(d) Title of Class of Securities:

The securities reported herein are shares of common stock, \$0.001 par value per share, of the Issuer ( Common Stock ).

(e) CUSIP No.:

44244K109

**Item 3. If this statement is filed pursuant to sections 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 (15 U.S.C. 78o).

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- (b) .. Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) .. Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) .. Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) .. An investment advisor in accordance with section 240.13d-1(b)(1)(ii)(E).
- (f) .. An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F).
- (g) .. A parent holding company or control person in accordance with section 240.13d-1(b)(ii)(G).
- (h) .. A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (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 (15 U.S.C. 80a-3).
- (j) .. Group, in accordance with section 240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

Not applicable. No shares of Common Stock are beneficially owned by any of the Reporting Persons hereunder.

**Item 5. Ownership of 5 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 5 percent of the class of securities, check the following:

**Item 6. Ownership of More than 5 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.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**



See Item 2 hereof.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

Not applicable.

**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.

Dated as of January 30, 2008.

CODE, HENNESSY & SIMMONS II, L.P.

By: CHS Management II, L.P., its general partner

By: Code Hennessy & Simmons II, Inc. (f/k/a Code, Hennessy & Simmons, Inc.), its general partner

By: /s/ Brian P. Simmons  
Name: Brian P. Simmons  
Its: President

CHS MANAGEMENT II, L.P.

By: Code Hennessy & Simmons II, Inc. (f/k/a Code, Hennessy & Simmons, Inc.), its general partner

By: /s/ Brian P. Simmons  
Name: Brian P. Simmons  
Its: President

CODE HENNESSY & SIMMONS II, INC. (f/k/a Code, Hennessy & Simmons, Inc.)

By: /s/ Brian P. Simmons  
Name: Brian P. Simmons  
Its: President

EXHIBIT INDEX

<b>Exhibit</b>	<b>Document Description</b>
A	Agreement pursuant to Rule 13d-1(k)(1)(iii)

9

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**EXHIBIT A TO SCHEDULE 13G**

Agreement Relating to the Filing of Joint Statements Pursuant to Rule 13d-1(f)

Pursuant to Rule 13d-1(k)(1)(iii) of the General Rules and Regulations of the Securities Exchange Act of 1934, as amended, the undersigned agree that the Amendment No. 1 to the Schedule 13G to which this Exhibit is attached is filed on their behalf in the capacities set out herein below.

Dated: January 30, 2008.

CODE, HENNESSY & SIMMONS II, L.P.

By: CHS Management II, L.P., its general partner

By: Code Hennessy & Simmons II, Inc. (f/k/a Code, Hennessy & Simmons, Inc.), its general partner

By: /s/ Brian P. Simmons  
Name: Brian P. Simmons  
Its: President

CHS MANAGEMENT II, L.P.

By: Code Hennessy & Simmons II, Inc. (f/k/a Code, Hennessy & Simmons, Inc.), its general partner

By: /s/ Brian P. Simmons  
Name: Brian P. Simmons  
Its: President

CODE HENNESSY & SIMMONS II, INC. (f/k/a Code, Hennessy & Simmons, Inc.)

By: /s/ Brian P. Simmons  
Name: Brian P. Simmons  
Its: President

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