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

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**SCHEDULE 13D**

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

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**Culp, Inc.**  
(Name of Issuer)

**Common Stock, par value \$0.05 per share**  
(Title of Class of Securities)

**230215105**  
(CUSIP Number)

**Mill Road Capital III, L.P.**  
**Attn: Thomas E. Lynch**  
**328 Pemberwick Road**  
**Greenwich, CT 06831**  
**203-987-3500**

*With a copy to:*

**Peter M. Rosenblum, Esq.**  
**Foley Hoag LLP**  
**155 Seaport Blvd.**  
**Boston, MA 02210**  
**617-832-1000**

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

**December 5, 2023**  
(Date of Event which Requires Filing of this Statement)

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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.

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**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 sent.

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\* 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).

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1.	Names of Reporting Persons Mill Road Capital III, L.P.	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) WC	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 681,269
	8.	Shared Voting Power
	9.	Sole Dispositive Power 681,269
	10.	Shared Dispositive Power
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 681,269	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 5.5%	
14.	Type of Reporting Person (See Instructions) PN	

1.	Names of Reporting Persons Mill Road Capital III GP LLC	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) AF	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 681,269
	8.	Shared Voting Power
	9.	Sole Dispositive Power 681,269
	10.	Shared Dispositive Power
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 681,269	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 5.5%	
14.	Type of Reporting Person (See Instructions) OO	

1.	Names of Reporting Persons Thomas E. Lynch	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) AF	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization USA	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power
	8.	Shared Voting Power 681,269
	9.	Sole Dispositive Power
	10.	Shared Dispositive Power 681,269
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 681,269	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 5.5%	
14.	Type of Reporting Person (See Instructions) HC; IN	

This Amendment No. 1 to the joint statement on Schedule 13D with respect to the common stock, par value \$0.05 (the “**Common Stock**”), of Culp, Inc., a North Carolina corporation (the “**Issuer**”), filed by Thomas E. Lynch, Mill Road Capital III GP LLC, a Cayman Islands limited liability company, and Mill Road Capital III, L.P., a Cayman Islands exempted limited partnership (collectively, the “**Reporting Persons**”) on December 13, 2022 (such joint statement, as amended herein, the “**Schedule 13D**”), amends the Schedule 13D as follows:

1. Paragraphs (b) and (c) of Item 2 of the Schedule 13D shall hereby be amended and restated in full as follows:

(b) The business address of Mr. Lynch, Mr. Jacobs, Mr. Petitto, and Mr. Yanagi, and the address of the principal business and the principal office of the Fund and the GP, is 334 Pemberwick Road, Second Floor, Greenwich, CT 06831.

(c) The principal business of the GP is acting as the sole general partner of the Fund. The principal business of the Fund is investing in securities. The present principal occupation or employment of each Manager is as a management committee director of the GP and Mill Road Capital Management LLC, a Delaware limited liability company (the “**Management Company**”), which provides advisory and administrative services to the GP and is located at 334 Pemberwick Road, Second Floor, Greenwich, CT 06831.

2. Item 3 of the Schedule 13D shall hereby be amended and restated in full as follows:

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

The Reporting Persons acquired beneficial ownership of an aggregate of 681,269 shares of Common Stock for \$6,154,647.83 using working capital from the Fund and the proceeds of margin loans under margin loan facilities maintained in the ordinary course of business by the Fund with a broker on customary terms and conditions. The purchase price of shares acquired pursuant to the assignment of standard American-style, exchange-traded put options (“Put Options”) is not reduced by the premium received by the Reporting Persons upon sale of the Put Options.

3. Paragraphs (a), (b), and (c) of Item 5 of the Schedule 13D shall hereby be amended and restated in full as follows:

(a, b) The percentages of beneficial ownership reported in this Item 5, and on each Reporting Person’s cover page to this Schedule 13D, are based on a total of 12,457,346 shares of Common Stock issued and outstanding as of September 5, 2023, as reported in the Issuer’s quarterly report on Form 10-Q for the fiscal quarter ended July 30, 2023. All of the share numbers reported below, and on each Reporting Person’s cover page to this Schedule 13D, are as of December 7, 2023, unless otherwise indicated. The cover page to this Schedule 13D for each Reporting Person is incorporated by reference in its entirety into this Item 5(a, b).

The Fund directly holds, and thus has sole voting and dispositive power over, 681,269 shares of Common Stock. The GP, as sole general partner of the Fund, also has sole authority to vote (or direct the vote of), and to dispose (or direct the disposal) of, these shares on behalf of the Fund, and Mr. Lynch has shared authority to vote (or direct the vote of), and to dispose (or direct the disposal) of, these shares on behalf of the GP.

Accordingly, each of the Reporting Persons beneficially owns 681,269 shares of Common Stock, or approximately 5.5% of the outstanding shares of Common Stock, and the Reporting Persons beneficially own, in the aggregate, 681,269 shares of Common Stock, or approximately 5.5% of the outstanding shares of Common Stock.

(c) No Reporting Person, other than the Fund as set forth in the table below and as described in Item 6, effected any transaction in shares of the Common Stock from October 8, 2023 (the date 60 days prior to the filing of this Schedule 13D) to December 7, 2023 (the “**Reporting Period**”):

<u>Date of Sale</u>	<u>Shares Sold (#)</u>	<u>Sale Price per Share (\$)</u>
11/17/2023	14,200	\$ 5.0000

The above listed transaction was conducted by the assignment of 142 standard American-style, exchange-traded call options resulting in the sale of 14,200 shares of the Issuer. The sale price does not reflect brokerage commissions paid.

4. Item 6 of the Schedule 13D shall hereby be amended and restated in full as follows:

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

The table below lists the standard American-style, exchange-traded call options (“**Call Options**”) sold by the Fund during the Reporting Period that are outstanding as of December 7, 2023. Each of the below listed transactions was conducted in the ordinary course of business on the open market for cash, and the sale prices do not reflect brokerage commissions paid.

<u>Date of Sale of Call Options</u>	<u>Sale Price per Underlying Share of Call Option (\$)</u>	<u>Underlying Shares (#) (100s)</u>	<u>Strike Price per Share (\$)</u>	<u>Call Option Expiration Date</u>
11/03/2023	\$ 0.6000	99	\$ 5.00	12/15/2023
11/07/2023	\$ 0.6000	50	\$ 5.00	12/15/2023
11/16/2023	\$ 0.3506	345	\$ 5.00	12/15/2023
11/27/2023	\$ 0.3500	40	\$ 5.00	01/19/2024
12/05/2023	\$ 0.6000	89	\$ 5.00	12/15/2023
12/05/2023	\$ 0.5798	948	\$ 5.00	01/19/2024
12/06/2023	\$ 0.3933	1,052	\$ 5.00	01/19/2024

Each of these Call Options gives the option’s counterparty the right (but not the obligation) to purchase from the Fund, on or before the option’s expiration date, the number of shares of Common Stock underlying the option, at a purchase price per share equal to the option’s strike price per share. If a Call Option is exercised on or before its expiration date, the Fund must deliver the shares of Common Stock underlying the option in exchange for the option’s aggregate exercise price.

Except as otherwise described in this Schedule 13D, including the Exhibits attached hereto, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the Reporting Persons, or between the Reporting Persons and any third party, with respect to any securities of the Issuer, including, but not limited to, those involving the transfer or voting of securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

*[signature pages follow]*

*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: December 7, 2023

MILL ROAD CAPITAL III, L.P.

By: Mill Road Capital III GP LLC, its General Partner

By: /s/ Thomas E. Lynch  
Thomas E. Lynch  
Management Committee Director

MILL ROAD CAPITAL III GP LLC

By: /s/ Thomas E. Lynch  
Thomas E. Lynch  
Management Committee Director

THOMAS E. LYNCH

/s/ Thomas E. Lynch  
Thomas E. Lynch