
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule TO/A
Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
AMENDMENT NO. 1

HOOKER FURNITURE CORPORATION
(Name of Subject Company (issuer))

HOOKER FURNITURE CORPORATION EMPLOYEE STOCK OWNERSHIP PLAN TRUST (OFFEROR)
(Name of Filing Person (identifying status as offeror, issuer or other person))

COMMON STOCK, NO PAR VALUE PER SHARE
(Title of Class of Securities)

439038 10 0
(CUSIP Number of Class of Securities)

Norman P. Goldberg
U.S. Trust Company, N.A., as Trustee for the
Hooker Furniture Corporation Employee Stock Ownership Plan Trust
600 Fourteenth Street, NW
Suite 400
Washington, DC 20005
Phone: 202-585-4170
(Name, address and telephone number of person authorized
to receive notices on behalf of filing persons)

Copy to:

Lawrence A. Goldberg
Ludwig, Goldberg & Krenzel
50 California Street
36th Floor
San Francisco, CA 94111
Phone: 415-788-7200

Karl M. Strait
McGuireWoods LLP
One James Center
901 East Cary Street
Richmond, VA 23219
Phone: 804-775-1133

Calculation of Filing Fee

Transaction Value*	Amount of Filing Fee
\$22,500,000	\$4,500

* Calculated solely for the purpose of determining the amount of the filing fee, based upon the purchase of up to 1,800,000 shares of Hooker Furniture Corporation common stock, no par value per share, at the tender offer price of \$12.50 per share.

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

Amount Previously Paid: \$4,500

Form or Registration No.: Schedule TO (File No. 5-58359)

Filing Party: Hooker Furniture Corporation Employee Stock Ownership Plan Trust

Date Filed: August 9, 2000

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer,

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on August 9, 2000 by the Hooker Furniture Corporation Employee Stock Ownership Plan Trust (the "ESOP Trust"). The Schedule TO relates to the tender offer by the ESOP Trust to purchase up to 1,800,000 shares of Hooker Furniture Corporation's common stock, no par value per share, at a price of \$12.50 per share, net to the seller in cash, upon the terms and subject to the conditions set forth in the offer to purchase, dated August 9, 2000, as amended and supplemented by Supplement No. 1 thereto, dated August 24, 2000, and in the related letter of transmittal, which, as amended and supplemented from time to time, together constitute the tender offer. Copies of the offer to purchase, Supplement No. 1 and the related letter of transmittal are filed with this Schedule TO as Exhibits (a)(1)(A), (a)(1)(H) and (a)(1)(B), respectively.

On August 24, 2000, the ESOP Trust disseminated Supplement No. 1. The Schedule TO and the offer to purchase are amended and supplemented by such document, which is filed as an exhibit hereto and incorporated herein by reference.

Item 12. Exhibits.

(a)(1)(H) Supplement No. 1 to Offer to Purchase, dated May 24, 2000

Signature.

After due 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.

Hooker Furniture Corporation
Employee Stock Ownership Plan Trust
By: U.S. Trust Company, N.A., as
Trustee

By: _____ /s/ Michael E. Shea
Name: Michael E. Shea
Title: Senior Vice President

Dated: August 24, 2000

Exhibit Index

- (a)(1)(A) Offer to Purchase, dated August 9, 2000*
- (a)(1)(B) Letter of Transmittal*
- (a)(1)(C) Notice of Guaranteed Delivery*
- (a)(1)(D) Letter to brokers, dealers, commercial banks, trust companies and other nominees, dated August 9, 2000*
- (a)(1)(E) Letter to clients for use by brokers, dealers, commercial banks, trust companies and other nominees*
- (a)(1)(F) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9*
- (a)(1)(G) Summary Advertisement, dated August 9, 2000*
- (a)(1)(H) Supplement No. 1 to Offer to Purchase, dated August 24, 2000
- (a)(2)-(4) Not applicable
- (a)(5)(A) Press Release, dated August 9, 2000*
- (a)(5)(B) Letter to Shareholders from the Chairman and Chief Executive Officer of Hooker Furniture Corporation, dated August 9, 2000*
- (b)(1) Form of Credit Agreement for ESOP Term Loan*
- (b)(2) Commitment Letter, dated June 26, 2000, from SunTrust Bank, N.A.*
- (b)(3) Forms of Bank Term Loan Documents*
- (d)(1) Hooker Furniture Corporation Employee Stock Ownership Plan, Amendment and Restatement, effective as of January 1, 2000*
- (d)(2) Trust Agreement for the Hooker Furniture Corporation Employee Stock Ownership Plan, effective as of August 1, 2000*
- (g) Not applicable
- (h) Not applicable

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* Previously filed.

SUPPLEMENT NO. 1 TO
OFFER TO PURCHASE FOR CASH
Up to 1,800,000 Shares of Common Stock,
No Par Value

of

HOOKER FURNITURE CORPORATION

at

A Purchase Price of \$12.50 Per Share

by the

Hooker Furniture Corporation
Employee Stock Ownership Plan Trust

THE TENDER OFFER, PRORATION PERIOD AND WITHDRAWAL RIGHTS WILL EXPIRE
AT 5:00 P.M., NEW YORK CITY TIME,
ON FRIDAY, SEPTEMBER 8, 2000, UNLESS THE TENDER OFFER IS EXTENDED.

You should read this supplement carefully in conjunction with the offer to purchase, the letter of transmittal and the related documents previously sent to you before deciding whether to tender your shares.

To the Shareholders of Hooker Furniture Corporation:

The Hooker Furniture Corporation Employee Stock Ownership Plan Trust (the "ESOP Trust") has previously forwarded to you its offer to purchase up to 1,800,000 shares of Hooker's common stock, no par value per share, at a price of \$12.50 per share, net to you in cash, without interest.

The terms and conditions previously set forth in the offer to purchase and related letter of transmittal remain applicable in all respects to the offer, except as amended by this supplement. The offer should be read in conjunction with this supplement in considering your decision. Unless otherwise specifically noted, all defined terms in this supplement shall have the respective meanings assigned to them in the offer to purchase.

1. The section in the Summary Term Sheet entitled "What will the purchase price for the shares be?" is amended in its entirety to read as follows:

"What will the purchase price for the shares be?

The ESOP Trust will purchase the shares at a price of \$12.50 per share. See Section 1 "Number of Shares; Proration". The purchase price of \$12.50 per share is greater than recent sales prices for the shares as reported to the NASD by its member firms (see Section 7 "Price Range of Shares; Dividends") but is less than the \$13.35 net book value per share of the shares as of May 31, 2000 (see Section 9 "Certain Information Concerning Hooker and the ESOP Trust--Selected Historical Financial Data and Pro Forma Financial Data for Hooker").

2. The section in the Summary Term Sheet entitled "How many shares will the ESOP Trust purchase?" is amended in its entirety to read as follows:

"How many shares will the ESOP Trust purchase?

The ESOP Trust will purchase up to 1,800,000 shares. It is a condition of the tender offer that there be properly tendered and not properly withdrawn before the expiration of the tender offer that number of shares which when combined with shares already owned by the ESOP Trust would result in the ESOP Trust owning at least 30% of the shares of Hooker common stock issued and outstanding on the date of purchase. See Section 6 "Conditions of the Tender Offer". As of the date of this offer to purchase, the ESOP Trust would need to purchase 1,720,920 shares in the tender offer to satisfy this condition. If more than 1,800,000 shares are properly tendered and not properly withdrawn before the expiration date, the

The date of this supplement is August 24, 2000.

ESOP Trust will purchase all shares properly tendered and not properly withdrawn before the expiration date on a pro rata basis (according to the number of shares tendered). The ESOP Trust also expressly reserves the right to purchase additional shares. See Section 1 "Number of Shares; Proration".

3. Section 6 of the offer to purchase, entitled "Conditions of the Tender Offer", is amended as follows:

(a) The first paragraph is amended in its entirety to read as follows:

"Notwithstanding any other provision of the tender offer, the ESOP Trust will not be required to accept for payment, purchase or pay for any shares tendered, and may terminate or amend the tender offer or may postpone the acceptance for payment of, or the purchase of and the payment for, shares tendered if at any time on or after August 9, 2000 and before the expiration date any of the following events shall have occurred (or shall have been determined by the ESOP Trust to have occurred) that, in the ESOP Trust's reasonable judgment and regardless of the circumstances giving rise to the event or events (including any action or omission to act by the ESOP Trust), makes it inadvisable to proceed with the tender offer or with acceptance for payment:"

(b) The last paragraph is amended in its entirety to read as follows:

"The foregoing conditions are for the sole benefit of the ESOP Trust and may be asserted by the ESOP Trust regardless of the circumstances (including any action or inaction by the ESOP Trust) giving rise to any such condition, and, except for conditions set forth in paragraphs (a) and (b) above, may be waived by the ESOP Trust, in whole or in part, at any time and from time to time in its sole discretion. The ESOP Trust's failure at any time to exercise any of the foregoing rights shall not be deemed a waiver of any such right, and each such right shall be deemed an ongoing right which may be asserted at any time and from time to time; provided, that all such conditions shall have been either satisfied or waived before the expiration date. Any determination or judgment by the ESOP Trust concerning the events described above will be final and binding on all parties."

The letter of transmittal and certificates for shares and any other required documents should be sent or delivered by each shareholder or such shareholder's broker, dealer, commercial bank, trust company or nominee to the depository at one of its addresses set forth below.

The depository for the tender offer is:

First Union National Bank

By mail:

By hand/overnight delivery:

First Union National Bank
1525 West W.T. Harris Blvd.
Charlotte, NC 28288
Attn: Corporate Actions NC-1153

First Union National Bank
1525 West W.T. Harris Blvd.
Charlotte, NC 28262
Attn: Corporate Actions NC-1153

(800) 829-8432

Any questions or requests for assistance may be directed to the information agent at its telephone number and address set forth below. Requests for additional copies of this supplement, the offer to purchase, the related letter of transmittal or the notice of guaranteed delivery may be directed to the information agent at the telephone number and address set forth below. Shareholders may also contact their broker, dealer, commercial bank, trust company or nominee for assistance concerning the tender offer. To confirm delivery of shares, shareholders are directed to contact the depository.

The information agent for the tender offer is:

Corporate Investor Communications, Inc.
111 Commerce Road
Carlstadt, NJ 07072-2856
Call Toll Free (888) 512-3273

Banks and brokerage firms please call: (201) 896-1900