

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. 2 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 were previously filed with this Schedule TO as Exhibits (a)(1)(A), (a)(1)(H) and (a)(1)(B), respectively.

The information in the offer to purchase, Supplement No. 1 and the related letter of transmittal is incorporated in this Amendment No. 2 to the Schedule TO by reference to all of the applicable items in the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 11. Additional Information.

On September 11, 2000, Hooker Furniture Corporation issued a press release announcing the preliminary results of the tender offer by the ESOP Trust, which expired on September 8, 2000. The press release is included herein as Exhibit (a)(5)(C) and incorporated herein by reference.

Item 12. Exhibits.

(a)(5)(C) Press Release, dated September 11, 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

/s/ Michael E. Shea

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

Dated: September 11, 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*
- (a) (5) (C) Press Release, dated September 11, 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 on Schedule TO.

** Previously filed on Amendment No. 1 to Schedule TO.

[Hooker Furniture Corporation Letterhead]

PRESS RELEASE

Contact: E. Larry Ryder FOR IMMEDIATE RELEASE
Phone: (540) 656-3314 10 AM EDT September 11, 2000

HOOKER FURNITURE CORPORATION ANNOUNCES PRELIMINARY RESULTS OF
TENDER OFFER BY ESOP TRUST TO PURCHASE UP TO 1,800,000 SHARES OF
HOOKER'S COMMON STOCK

MARTINSVILLE, VIRGINIA (September 11, 2000): HOOKER FURNITURE CORPORATION today announced the preliminary results of the tender offer by the Hooker Furniture Corporation Employee Stock Ownership Plan Trust (the "ESOP Trust") to purchase up to 1,800,000 shares of Hooker's common stock, which expired at 5:00 P.M., New York City time, on Friday, September 8, 2000.

Based on a preliminary count by the depository for the tender offer, approximately 3,542,348 shares of common stock, representing approximately 46.50% of the company's outstanding shares, were properly tendered and not properly withdrawn prior to expiration of the offer, 1,800,000 of which the ESOP Trust expects to purchase at the offer price of \$12.50 per share.

Hooker has been informed by the depository that the preliminary proration factor for the offer was approximately 50.81%, but the final results of the proration may not be available for several days. The determination of the actual proration factor is subject to final confirmation of the proper delivery of all shares tendered and not withdrawn, including shares tendered pursuant to the guaranteed delivery procedure. Payment for shares accepted in the tender offer and the return of shares not accepted for purchase will be made by the depository promptly following its determination of the final results of the proration.

The ESOP Trust commenced the tender offer on August 9, 2000, when it offered to purchase up to 1,800,000 shares of Hooker's common stock at a price of \$12.50 per share net to the seller in cash, without interest. As of September 11, 2000, Hooker had approximately 7,617,298 million shares issued and outstanding. The completion of the tender offer will not change the number of shares issued and outstanding.

Hooker Furniture Corporation is a leading manufacturer of wood furniture selling in the upper-medium price range of the residential market. Manufacturing facilities are located in Martinsville and Roanoke, VA, and Kernersville, Pleasant Garden, and Maiden, NC.

For further information, contact E. Larry Ryder, Senior Vice President--Finance and Administration (540) 656-3314.