

HUTTIG BUILDING PRODUCTS INC
Form SC 13G/A
February 17, 2009

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

SCHEDULE 13G

(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to Rule 13d-1(b), (c)
and (d) and Amendments Thereto Filed Pursuant to Rule 13d-2.

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Huttig Building Products, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

448451104

(CUSIP Number)

December 31, 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.

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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).

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CUSIP No. 448451104

- | | | | |
|---|---|--|----------------------------------|
| 1 | Name of Reporting Person
Discovery Equity Partners, L.P. | | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions)
Not Applicable | | |
| | (a) | <input type="radio"/> | |
| | (b) | <input type="radio"/> | |
| 3 | SEC Use Only | | |
| 4 | Citizenship or Place of Organization
Illinois | | |
| | 5 | | Sole Voting Power
None |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6 | | Shared Voting Power
None |
| | 7 | | Sole Dispositive Power
None |
| | 8 | | Shared Dispositive Power
None |
| | 9 | Aggregate Amount Beneficially Owned by Each Reporting Person
None | |
| 10 | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | | Not Applicable |
| 11 | Percent of Class Represented by Amount in Row (9)
0.0% | | |
| 12 | Type of Reporting Person (See Instructions)
PN | | |

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CUSIP No. 448451104

- | | | | |
|---|---|--|----------------------------------|
| 1 | Name of Reporting Person
Discovery Group I, LLC. | | |
| 2 | Check the Appropriate Box if a Member of a Group (See Instructions)
Not Applicable | | |
| | (a) | <input type="radio"/> | |
| | (b) | <input type="radio"/> | |
| 3 | SEC Use Only | | |
| 4 | Citizenship or Place of Organization
Delaware | | |
| | 5 | | Sole Voting Power
None |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6 | | Shared Voting Power
None |
| | 7 | | Sole Dispositive Power
None |
| | 8 | | Shared Dispositive Power
None |
| | 9 | Aggregate Amount Beneficially Owned by Each Reporting Person
None | |
| 10 | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/> | Not Applicable |
| 11 | Percent of Class Represented by Amount in Row (9)
0.0% | | |
| 12 | Type of Reporting Person (See Instructions)
OO | | |

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1	Name of Reporting Person Daniel J. Donoghue	
2	Check the Appropriate Box if a Member of a Group (See Instructions) Not Applicable (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization U.S.A.	
	5	Sole Voting Power None
Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power None
	7	Sole Dispositive Power None
	8	Shared Dispositive Power None
	9	Aggregate Amount Beneficially Owned by Each Reporting Person None
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> Not Applicable	
11	Percent of Class Represented by Amount in Row (9) 0.0%	
12	Type of Reporting Person (See Instructions) IN	

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1	Name of Reporting Person Michael R. Murphy	
2	Check the Appropriate Box if a Member of a Group (See Instructions) Not Applicable (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC Use Only	
4	Citizenship or Place of Organization U.S.A.	
	5	Sole Voting Power None
Number of Shares Beneficially Owned by Each Reporting Person With	6	Shared Voting Power None
	7	Sole Dispositive Power None
	8	Shared Dispositive Power None
9	Aggregate Amount Beneficially Owned by Each Reporting Person None	
10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> Not Applicable	
11	Percent of Class Represented by Amount in Row (9) 0.0%	
12	Type of Reporting Person (See Instructions) IN	

Item 1.

- (a) Name of Issuer:
Huttig Building Products, Inc.
- (b) Address of Issuer's Principal Executive Offices:
555 Maryville University Drive, Suite 240, St. Louis, Missouri 63141

Item 2.

- (a) Name of Person Filing:
Discovery Equity Partners, L.P. (**Discovery Partners**)
Discovery Group I, LLC (**Discovery Group**)
Daniel J. Donoghue, a Managing Member of Discovery Group
Michael R. Murphy, a Managing Member of Discovery Group
- (b) Address of Principal Business Office or, if none, Residence:
Discovery Partners, Discovery Group, Mr. Donoghue, and Mr. Murphy are all located at:
191 North Wacker Drive, Suite 1685, Chicago, Illinois 60606
- (c) Citizenship:
Discovery Partners is an Illinois limited partnership

Discovery Group is a Delaware limited liability company

Mr. Donoghue and Mr. Murphy are U.S. citizens
- (d) Title of Class of Securities:
Common Stock, par value \$.01 per share
- (e) CUSIP Number:
448451104

Item 3.

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
Not Applicable

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (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 adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings associations 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 § 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Discovery Partners None
 Discovery Group None
 Mr. Donoghue None
 Mr. Murphy None

(b) Percent of class:

Discovery Partners 0.0%
 Discovery Group 0.0%
 Mr. Donoghue 0.0%
 Mr. Murphy 0.0%

The foregoing percentages are based on 21,561,630 shares of Common Stock of the Issuer identified in Item 1 outstanding as of September 30, 2008, as reported in the Issuer's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2008.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

(ii) None
 Shared power to vote or to direct the vote

(iii) Discovery Partners None
 Discovery Group None
 Mr. Donoghue None
 Mr. Murphy None
 Sole power to dispose or to direct the disposition of

(iv) None
 Shared power to dispose or to direct the disposition of

Discovery Partners None
 Discovery Group None
 Mr. Donoghue None
 Mr. Murphy None

Item 5. Ownership of Five 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 five percent of the class of securities, check the following .

Item 6. Ownership of More than Five 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 or Control Person

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10.

Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

February 13, 2009
Date

DISCOVERY GROUP I, LLC,
for itself and as general partner of
DISCOVERY EQUITY PARTNERS, L.P.

Michael R. Murphy*
Signature

Michael R. Murphy, Managing Member
Name/Title

Daniel J. Donoghue*
Signature

Daniel J. Donoghue
Name/Title

Michael R. Murphy*
Signature

Michael R. Murphy
Name/Title

*By: /s/ Mark Buckley
Mark Buckley
Attorney-in-Fact for Daniel J. Donoghue
Attorney-in-Fact for Michael R. Murphy

Exhibit Index

- Exhibit 1 Joint Filing Agreement dated as of February 13, 2009, by and among Discovery Equity Partners; L.P.; Discovery Group I, LLC; Daniel J. Donoghue; and Michael R. Murphy
- Exhibit 2 Power of Attorney of Daniel J. Donoghue, dated as of April 28, 2008
- Exhibit 3 Power of Attorney of Michael R. Murphy, dated as of April 28, 2008