

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): September 4, 2013

Carriage Services, Inc.

(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction
of incorporation)*

1-11961
*(Commission
File Number)*
3040 Post Oak Boulevard, Suite 300
Houston, Texas 77056
(Address, including zip code, of principal executive offices)

76-0423828
*(IRS Employer
Identification No.)*

Registrant's telephone number, including area code:
(713) 332-8400

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 7.01 REGULATION FD

In accordance with General Instruction B.2 of Form 8-K, the information presented herein under Item 7.01 and set forth in the attached Exhibit 99.1 is deemed to be “furnished” solely pursuant to Item 7.01 of this report and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall such information or the exhibit be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

On September 4, 2013, representatives of Carriage Services, Inc. will be participating in meetings with investors in Chicago, IL. The information included as part of this current report on Form 8-K as Exhibit 99.1 includes graphic images or slides that will be made available at this meeting. These slides are available for viewing at our website, www.carriageservices.com, although we reserve the right to discontinue that availability at any time.

Cautionary Statements

This filing includes “forward-looking statements.” All statements other than statements of historical facts included or incorporated herein may constitute forward-looking statements. Actual results could vary significantly from those expressed or implied in such statements and are subject to a number of risks and uncertainties. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct. The forward-looking statements involve risks and uncertainties that affect our operations, financial performance, and other factors as discussed in our filings with the Securities and Exchange Commission. Among the factors that could cause results to differ materially are those risks discussed in the periodic reports we file with the SEC, including our Annual Report on Form 10-K for the year ended December 31, 2012. You are urged to carefully review and consider the cautionary statements and other disclosures made in those filings, specifically those under the heading “Risk Factors.” We do not undertake any duty to update any forward-looking statement except as required by law.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits. The following are furnished as part of this current report on Form 8-K:

99.1 Investor Presentation.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, Carriage Services, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CARRIAGE SERVICES, INC.

Dated: September 4, 2013

By: /s/ L. William Heiligbrodt
L. William Heiligbrodt
Vice Chairman of the Board, Executive Vice President and Secretary
(Principal Financial Officer)

INDEX TO EXHIBITS

<u>Exhibit</u>	<u>Description</u>
99.1	Investor Presentation.

Carriage Services Investor Presentation September 2013

**CARRIAGE
SERVICES**

**CARRIAGE
SERVICES**

Confidential

Certain statements made herein or elsewhere by, or on behalf of, the Company that are not historical facts are intended to be forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements are based on assumptions that the Company believes are reasonable; however, many important factors, as discussed under "Forward-Looking Statements" in the Company's Annual Report on Form 10-K for the year ended December 31, 2012 and the Quarterly Report on Form 10-Q for the quarter ended June 30, 2013, could cause the Company's results in the future to differ materially from the forward-looking statements made herein and in any other documents or oral presentations made by, or on behalf of, the Company. Forward-looking statements contained herein regarding acquisitions include assumptions about the pricing, timing, and terms and conditions of such acquisitions. We can provide no assurances that our growth strategy will be successfully implemented. In particular, we can provide no assurances that we will find attractive acquisition targets, that we will succeed in negotiating the terms and conditions reflected in the model, or that we will execute any acquisitions during the next five years (including 2013). Forward-looking statements contained herein regarding the performance of our acquisition and same store businesses include assumptions related to future revenue growth. We can provide no assurances that our acquisition and same store businesses will generate the revenue growth set forth herein, or any revenue growth at all. The Company assumes no obligation to update or publicly release any revisions to forward-looking statements made herein or any other forward-looking statements made by, or on behalf of, the Company. A copy of the Company's Form 10-K and Form 10-Q, and other Carriage Services information and news releases, are available at www.carriageservices.com.

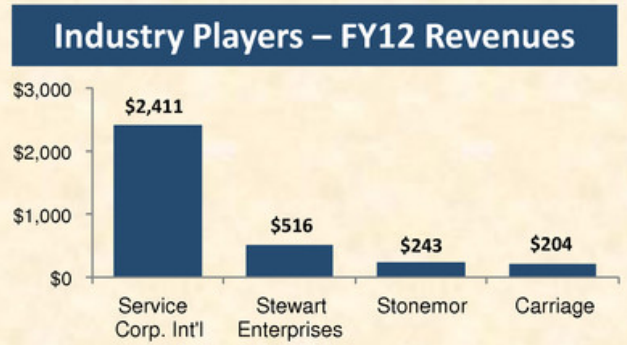
Who is Carriage?

- A national funeral home and cemetery operating company
- Founded in 1991 and headquartered in Houston, TX
- Funeral home and cemetery field operations drives success under a decentralized operating framework
- 165 funeral homes in 26 states – 80% of revenue
- 32 cemeteries in 10 states – 20% of revenue

Differentiation in Stable Funeral & Cemetery Industry

- Fourth largest deathcare consolidator in highly fragmented industry, well positioned for growth by acquisition

Note: Dollars in millions.



- Carriage's success has and will continue to be defined by three strategic models:
- Standards Operating Model
- Strategic Acquisition Model
- 4E Leadership Model



Geographic Diversification in Attractive Markets



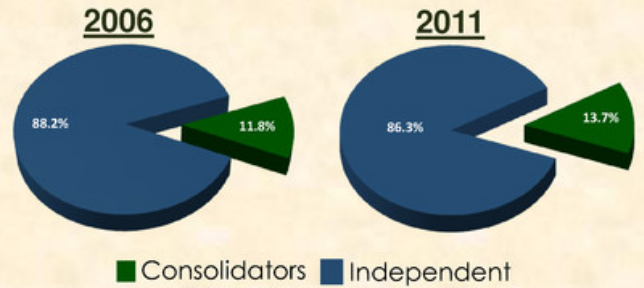
Attractive Industry Trends

Large Market

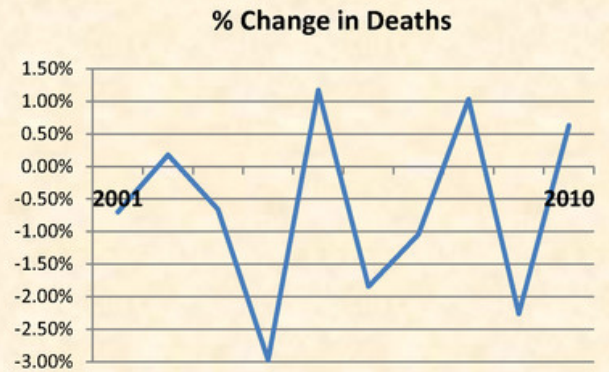
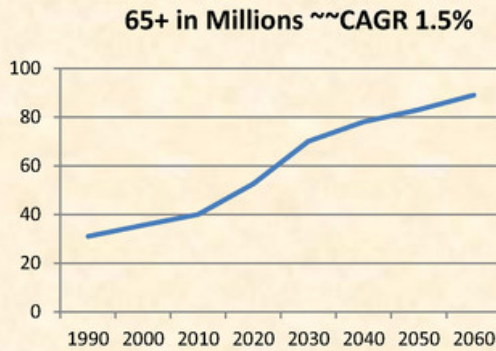
- Industry wide funeral home revenues of \$13.4 billion representing 1.5% CAGR since 2010
- Industry wide cemetery revenue of \$4 billion representing a -3.7% CAGR since 2010

Highly Fragmented

- **Market share concentration** in the industry is **low**, with the top four consolidators (Carriage, SCI, Stewart & StoneMor) accounting for an estimated 13.7% of total industry revenue in 2011.
- Highly fragmented industry with a majority of the more than 24,000 funeral homes represented by small locally owned independent operations



Secular Trend



Source: Center for Disease Control and Prevention, U.S. Census Bureau

Our Growth Strategy

- Adopt a pro-growth business model within an industry that is characterized by its low growth
- Implement Standards Operating Model for modest growth in same store sales and maintaining margins
- Implement Strategic Acquisition Model & Valuation Model to target strategic acquisitions in order to accelerate growth while maintaining financial discipline

Leveraged Impact

- Relatively fixed regional and corporate overhead allows for modest increases in Same Store Sales and EBITDA to have greater impact on Free Cash Flow
- A majority of acquired Field EBITDA falls to Consolidated EBITDA due to operating leverage

Capital Structure

- Carriage Services, Inc. has raised \$255 million through Senior Secured Credit Facilities due 2017
 - \$125M Revolver + \$40 million accordion
 - \$130M Term Loan A (Sept 2013 Balance \$122.5M)
- Proceeds from the original transaction were used to refinance Carriage's Revolver and redeem its outstanding \$130 million of 7.875% Senior Notes
- The transaction reduces the Company's overall cost of capital, extends debt maturities and increases liquidity for future growth opportunities
- Cost of Equity reduced with increasing size and improved performance - Cost of Debt reduced with new credit facility
- Improving capital structure notwithstanding significant increase in acquisitions

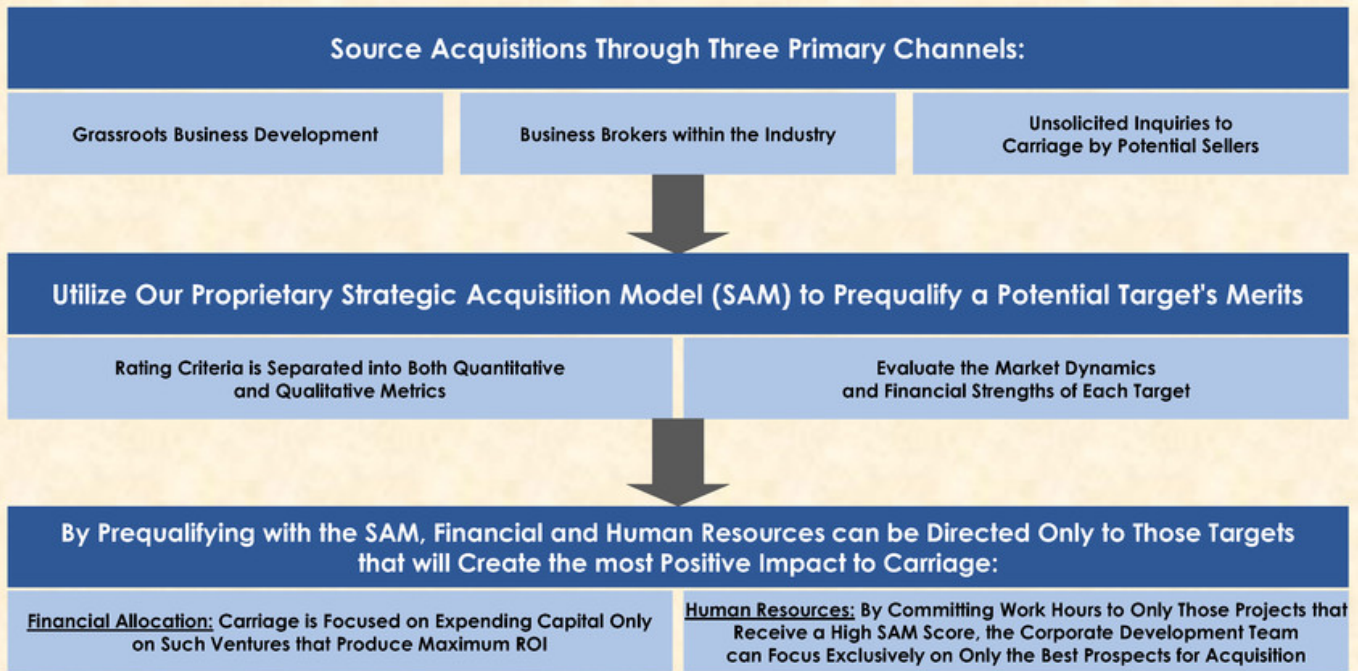
Acquisition Strategy

- **Our Goal is to acquire \$15-\$16 million new annual revenue through acquisitions**
 - *Target leading performers with the strongest heritage in their local markets*
 - *Comprehensive analysis of a candidate's financial profile and market demographics*
 - *Focus on markets that perform better than the industry average and are generally insulated from economic and demographic changes*
- **Only consider businesses that will provide an immediate positive impact on cash flow**
 - *Concentrate on higher revenue, higher margin, accretive businesses*
- **Exercise Financial Discipline through Valuation Model**
- **Maintain a stable and predictable business model**
 - *Sustain EBITDA growth in line with revenue growth from acquisitions*

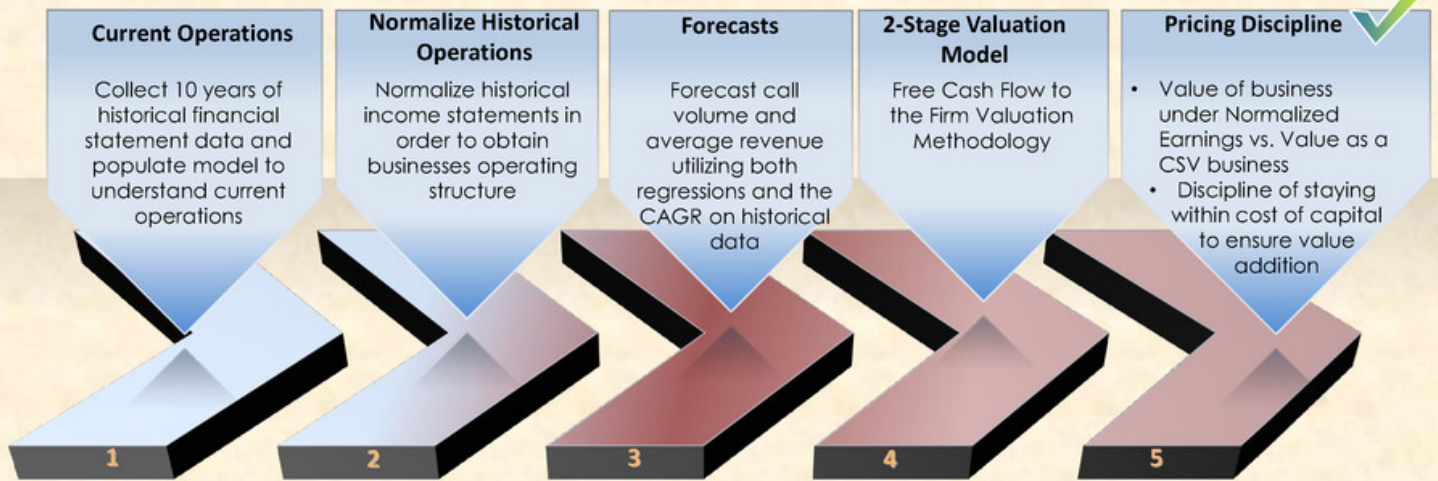
Recent Acquisitions at a Glance

Date	Name
• 12/28/12	• Havenbrook Funeral Home (Norman, OK)
• 12/21/12	• Crespo & Jirrels Funeral and Cremation Services (Baytown, TX)
• 12/11/12	• Cumby Family Funeral Service (High Point, NC & Archdale, NC)
• 9/26/12	• Schmidt Funeral Home (Katy, TX)
• 6/27/12	• Lawton Ritter Gray Funeral Home (Lawton, OK)
• 6/27/12	• Gray Funeral Home (Grandfield, OK)
• 3/13/12	• Conner Westerbury Funeral Home (Griffin, GA)
• 2/21/12	• James J. Terry Funeral Home (Downingtown, PA)
• 12/13/11	• Bryant Funeral Home (New York, NY)

Acquisition Targeting Process



Acquisition Valuation



Note:

The Valuation stage represents the the second phase of Carriage's acquisition process. This phase is reached only in the case where the Strategic Acquisition Model merits Carriage proceeding forward.

Business Integration Process

Integration Committee: Key Members of Carriage's Operations Group Meet Prior to Acquisition to Identify Challenges and Execute Procedures to Integrate the New Business



The Integration Process Begins Immediately After the Seller and Carriage Sign a Letter of Intent (LOI)

Integration Committee and Corporate Development Group Work Closely to Identify Challenges and Coordinate Activities to Assure a Smooth Integration Process



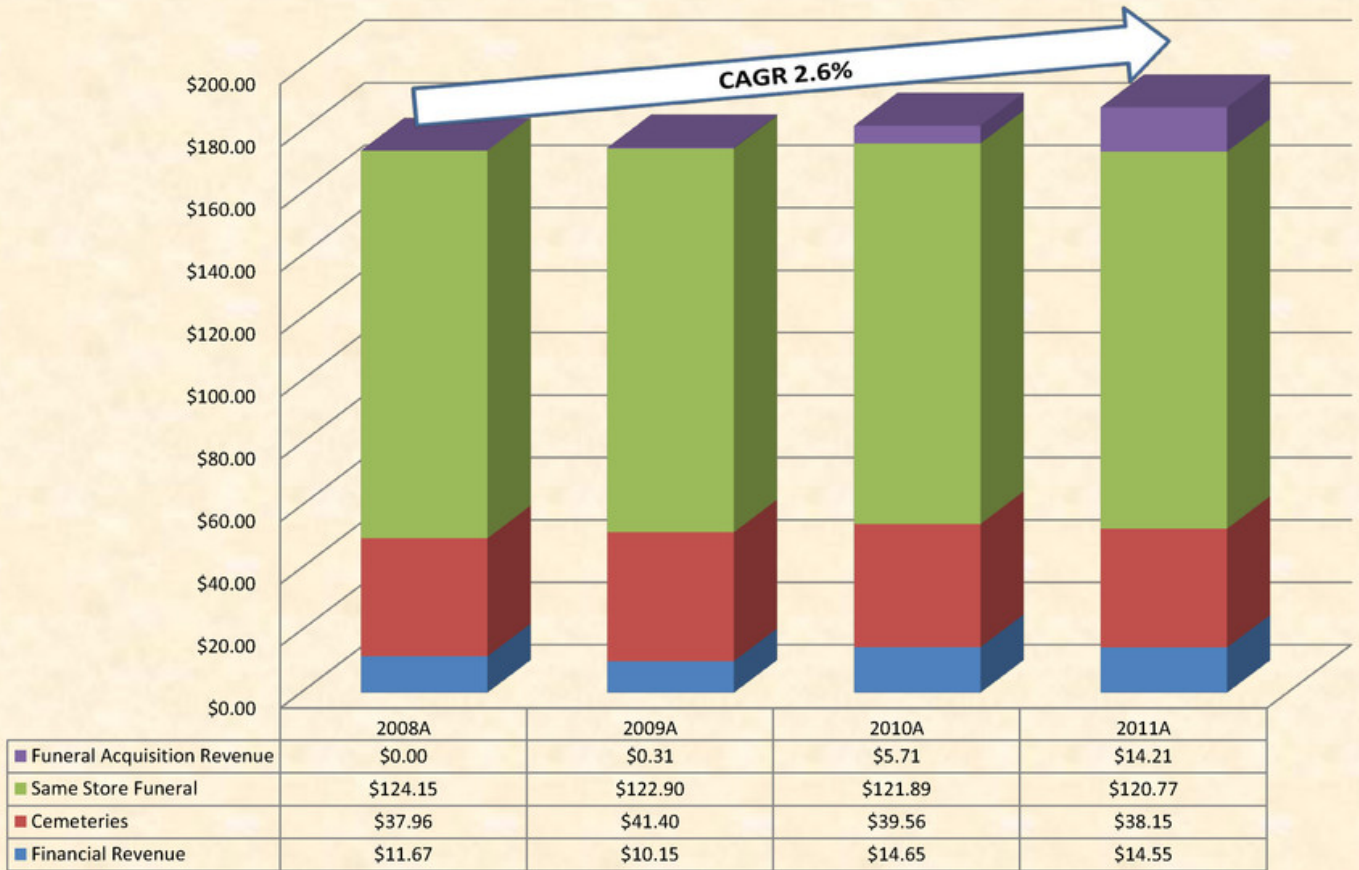
When the Transaction has Closed, Carriage Places Key Members of the Integration Team Onsite for up to Two Weeks for Training Purposes and Addressing New Employee Concerns

Financial Overview

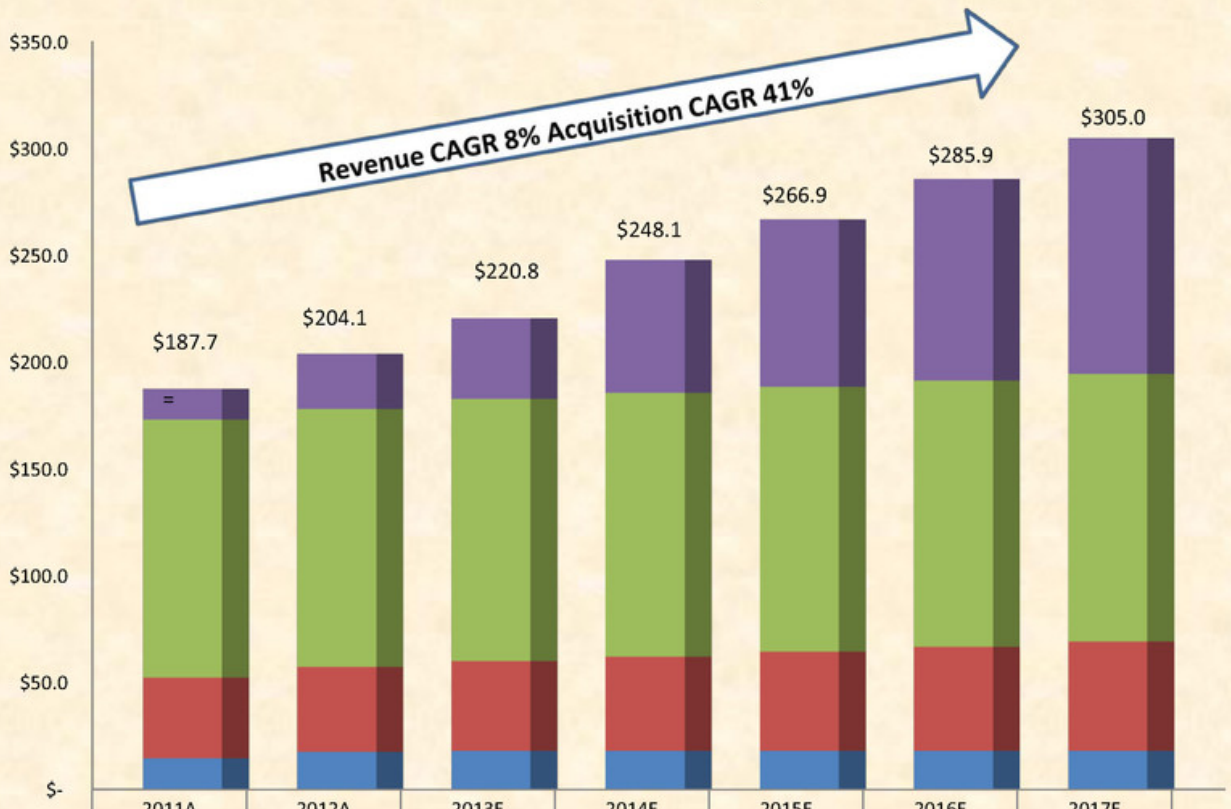
These slides are solely intended to demonstrate the possible impact on our financial results of the successful implementation of our growth strategy by the hypothetical acquisition of businesses aggregating \$40 million in assets per year for each of the next five years (including 2013).

The model presented on these slides incorporates several assumptions regarding the pricing, timing, and terms and conditions of such acquisitions, as well as the financial performance of both acquisition and same store businesses. We can provide no assurances that our growth strategy will be successfully implemented. In particular, we can provide no assurances that we will find attractive acquisition targets, that we will succeed in negotiating the terms and conditions reflected in the model, or that we will execute any acquisitions during the next five years (including 2013). Additionally, we can provide no assurances that our acquisition and same store businesses will generate the revenue growth reflected in the model, or any revenue growth at all.

Historical Revenue 2008-2011 (\$'s Millions)



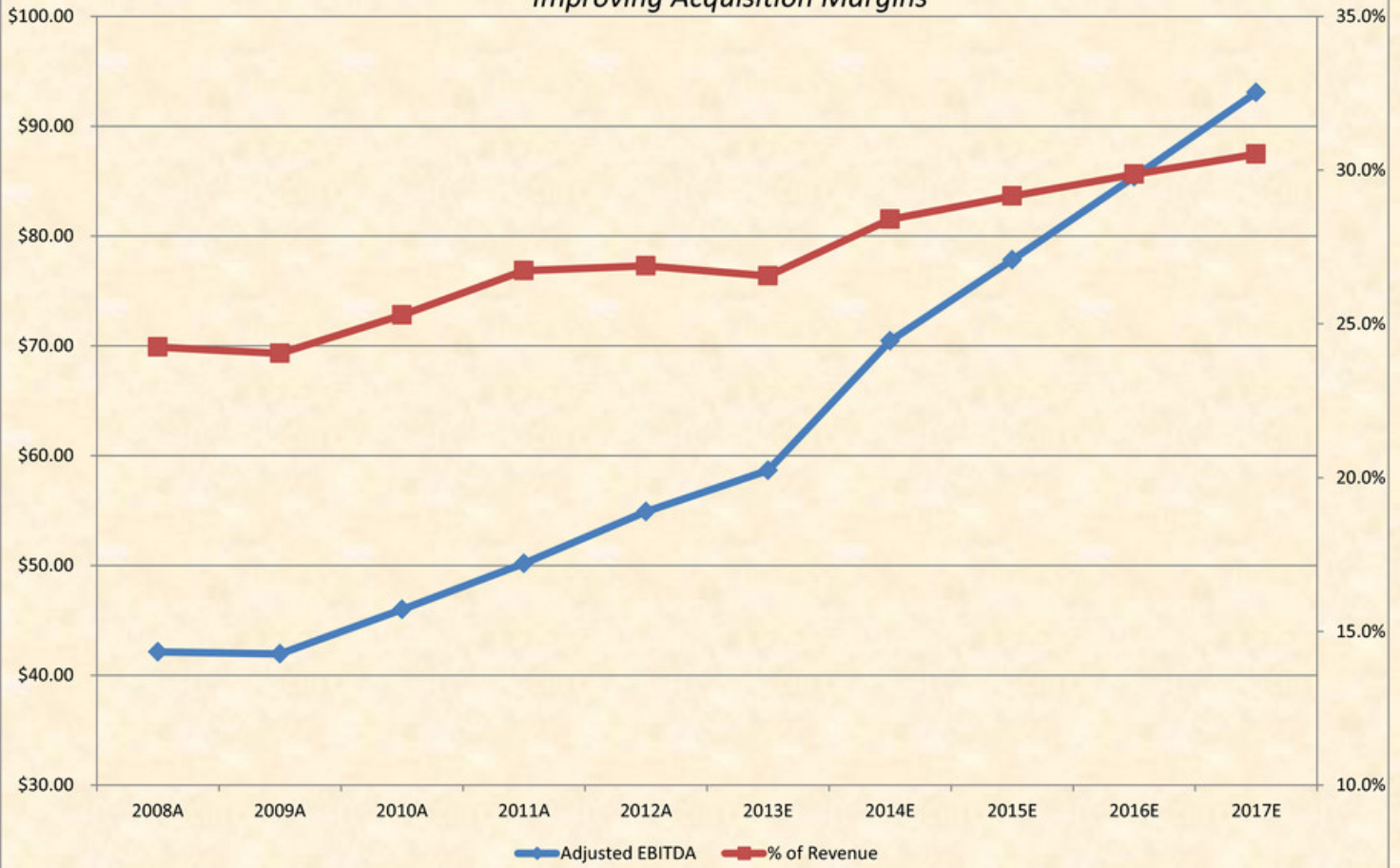
Model Revenue Growth at Assumed \$40M Acquisition Level (\$'s Millions)



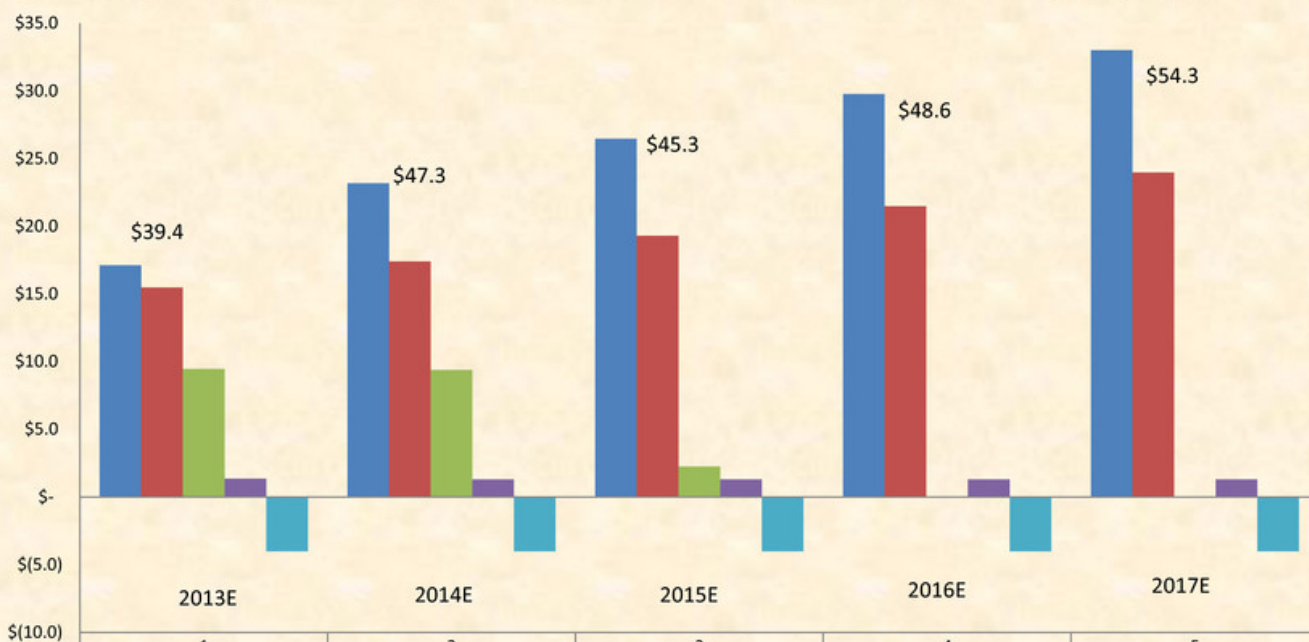
	2011A	2012A	2013E	2014E	2015E	2016E	2017E
Funeral Acquisition Revenue	\$14.2	\$25.8	\$37.7	\$62.2	\$78.2	\$94.2	\$110.2
Same Store Funeral	\$120.8	\$120.6	\$122.7	\$123.3	\$123.9	\$124.5	\$125.1
Cemeteries	\$38.2	\$40.1	\$42.2	\$44.4	\$46.6	\$48.9	\$51.4
Financial Revenue	\$14.6	\$17.7	\$18.3	\$18.3	\$18.3	\$18.3	\$18.3

Model Operating Margins & EBITDA at Assumed \$40M Acquisitions (\$'s millions)

Improving Acquisition Margins



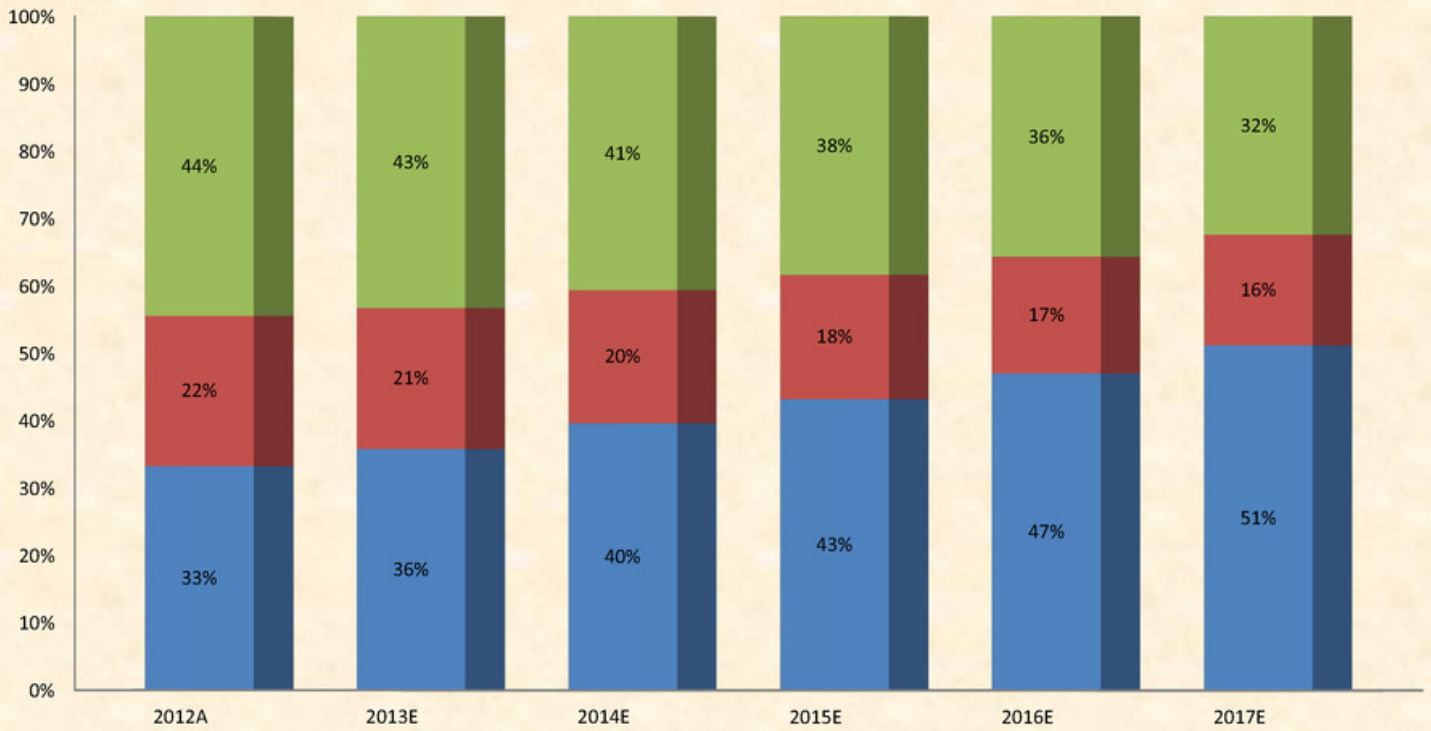
Model Free Cash Flow at Assumed \$40M Acquisition Level (\$'s millions)



	1	2	3	4	5
GAAP Net Income	\$17.1	\$23.2	\$26.5	\$29.8	\$33.0
D&A & NCSC	\$15.5	\$17.4	\$19.3	\$21.5	\$24.0
Tax Adjustment	\$9.5	\$9.4	\$2.3	\$-	\$-
WTI	\$1.4	\$1.3	\$1.3	\$1.3	\$1.3
Maintenance Capex	\$(4.0)	\$(4.0)	\$(4.0)	\$(4.0)	\$(4.0)

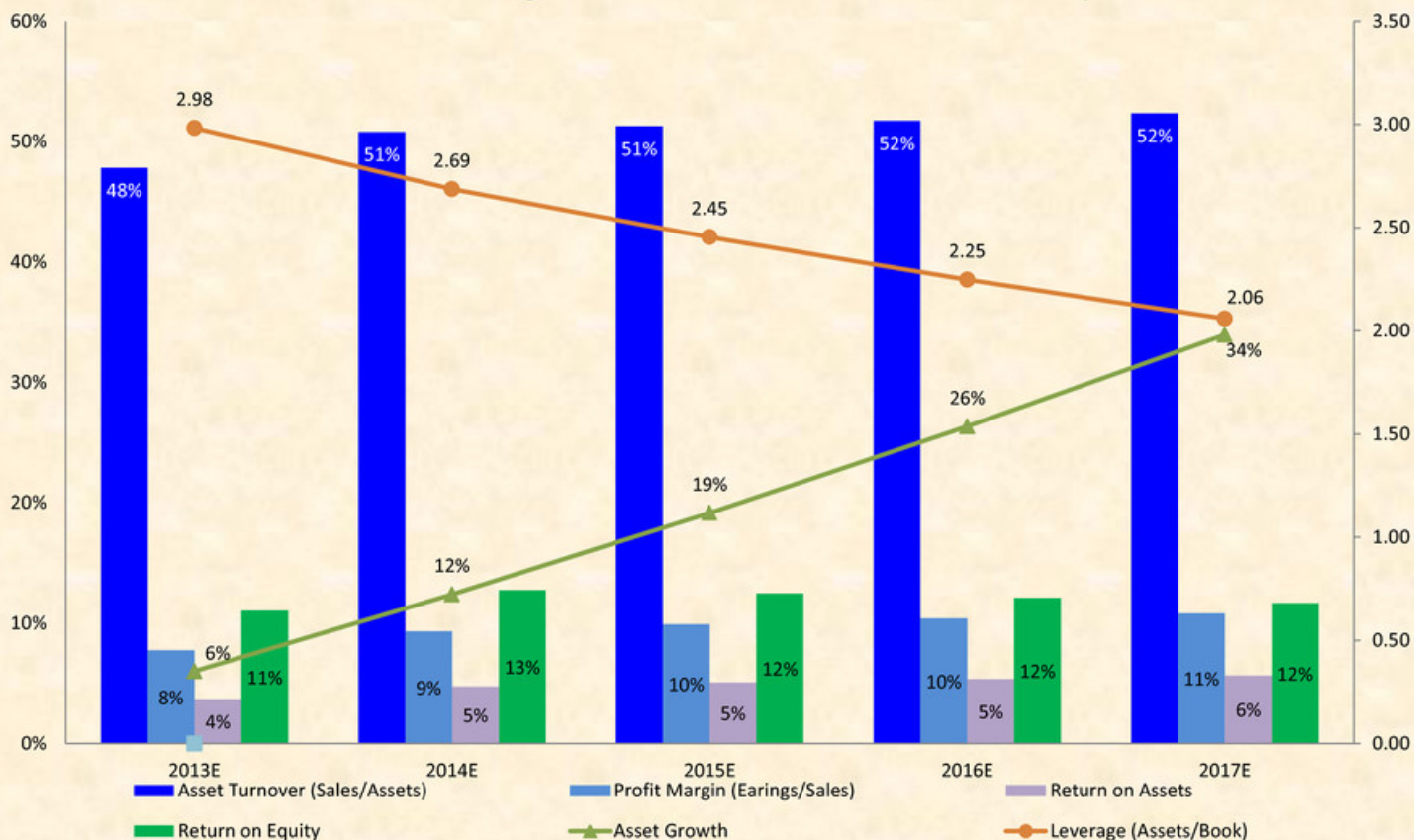
Note to Tax Adjustment: During 2012, four requests for tax accounting method changes relating to the recognition of accumulated trust earnings, revenue from preneed sales, revenue from advance preneed funeral insurance commissions, and certain refundable advances under preneed contracts were approved. The estimated cumulative impact of these accounting method changes results in the tax adjustment shown above.

Model Capital Structure at Assumed \$40M Acquisitions



	2012A	2013E	2014E	2015E	2016E	2017E
Long term debt & capital leases	44%	43%	41%	38%	36%	32%
Convertible junior subordinated debenture	22%	21%	20%	18%	17%	16%
Stockholders' equity	33%	36%	40%	43%	47%	51%

Mechanics of Earnings Growth at Assumed \$40M Acquisitions



Improving asset turnover and profit margins results in improving return on assets. At \$40M acquisition level, there is lower risk as leverage declines and stable return on equity. Or at higher acquisition level, increasing return on equity. All on a growing asset base.

Appendix

The forward looking numbers in the following slides are solely intended to demonstrate the possible impact on our financial results of the successful implementation of our growth strategy by the hypothetical acquisition of businesses aggregating \$40 million in assets per year for each of the next five years (including 2013).

The numbers presented on these slides incorporate several assumptions regarding the pricing, timing, and terms and conditions of such acquisitions, as well as the financial performance of both acquisition and same store businesses. We can provide no assurances that our growth strategy will be successfully implemented. In particular, we can provide no assurances that we will find attractive acquisition targets, that we will succeed in negotiating the terms and conditions reflected in the model, or that we will execute any acquisitions during the next five years (including 2013). Additionally, we can provide no assurances that our acquisition and same store businesses will generate the revenue growth reflected in the model, or any revenue growth at all.

Carriage Services Inc
(\$'s in 000's)

Historical Performance

Model Growth Assuming \$40M Acquisition Level

	2008A	2009A	2010A	2011A	3 Yr CAGR	2012A	2013E	2014E	2015E	2016E	2017E	6 Yr CAGR
Same Store Funeral	\$124,149	\$122,896	\$121,892	\$120,766		\$120,576	\$122,653	\$123,266	\$123,882	\$124,502	\$125,124	0.6%
Funeral Acquisition Revenue	-	310	5,705	14,210		25,802	37,698	62,190	78,190	94,190	110,190	41%
Cemeteries	37,956	41,401	39,556	38,152		40,068	42,220	44,379	46,598	48,928	51,374	5%
Financial Revenue	11,668	10,153	14,646	14,550		17,703	18,265	18,265	18,265	18,265	18,265	4%
Total Revenue	\$173,773	\$174,450	\$181,801	\$187,678	3%	\$204,149	\$220,836	\$248,100	\$266,935	\$285,884	\$304,953	8%
Field EBITDA (Gross Profit Less: Depr & Unallocated Exp.)	\$59,355	\$61,643	\$63,537	\$69,668		\$80,917	\$89,651	\$101,019	\$108,723	\$116,623	\$124,668	10%
% of Revenue	34%	35%	35%	37%	5%	40%	41%	41%	41%	41%	41%	
Adjusted EBITDA	\$42,124	\$41,942	\$45,981	\$50,176		\$54,898	\$58,646	\$70,454	\$77,822	\$85,383	\$93,085	11%
% of Revenue	24%	24%	25%	27%	6%	27%	27%	28%	29%	30%	31%	
Adjusted Net Income	\$5,679	\$7,253	\$9,770	\$11,887		\$15,457	\$19,688	\$25,189	\$28,487	\$31,778	\$35,019	20%
% of Revenue	3%	4%	5%	6%	28%	8%	9%	10%	11%	11%	11%	

Capital Structure

Long term debt & capital leases	41%	40%	39%	39%	44%	43%	41%	38%	36%	32%
Convertible junior subordinated debenture	28%	28%	27%	25%	22%	21%	20%	18%	17%	16%
Stockholders' equity	31%	32%	34%	36%	33%	36%	40%	43%	47%	51%
Total	100%	100%	100%	100%	100%	100%	100%	100%	100%	100%

GAAP Reconciliation (\$'s in 000's)										
	2008A	2009A	2010A	2011A	2012A	2013E	2014E	2015E	2016E	2017E
Consol EBITDA from Continuing Ops	\$36,763	\$41,706	\$42,321	\$40,781	\$50,645	\$56,046	\$67,414	\$74,782	\$82,343	\$90,045
Withdrawable Trust Income(loss)	(546)	236	3,438	4,513	1,916	1,360	1,300	1,300	1,300	1,300
Acquisition Expenses	-	-	667	1,237	1,340	833	1,340	1,340	1,340	1,340
Severance Costs	969	-	237	1,936	802	684	-	-	-	-
Non-Recurring legal fees/Settlements	4,938	-	(682)	-	195	83	-	-	-	-
Performance Based Executive Incentive Compensation	-	-	-	810	-	-	-	-	-	-
Other Incentive Compensation	-	-	-	254	-	-	-	-	-	-
Professional Fees	-	-	-	141	-	455	400	400	400	400
Security Transaction Expenses	-	-	-	504	-	(815)	-	-	-	-
Sum of Special Items	5,361	236	3,660	9,395	4,253	2,600	3,040	3,040	3,040	3,040
Adjusted Consolidated EBITDA	\$42,124	\$41,942	\$45,981	\$50,176	\$54,898	\$58,646	\$70,454	\$77,822	\$85,383	\$93,085
GAAP Pretax Income	\$3,928	\$11,955	\$13,451	\$11,919	\$19,248	\$28,588	\$37,391	\$42,711	\$48,019	\$53,246
GAAP Tax Provision	1,886	4,752	5,370	5,066	7,642	11,462	14,208	16,230	18,247	20,234
GAAP Net Income	\$2,042	\$7,203	\$8,081	\$6,853	\$11,607	\$17,126	\$23,182	\$26,481	\$29,772	\$33,013

NOTE: For further clarification on any reconciliation, please refer to press releases.

