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

SCHEDULE 13D/A

**UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)***

Arhaus, Inc.
(Name of Issuer)

Common Stock, \$0.001 par value per share
(Title of Class of Securities)

04035M102
(CUSIP Number)

**Albert T. Adams
Baker & Hostetler LLP
127 Public Square, Suite 2000
Cleveland, Ohio 44114-1214
Tel: (216) 621-0200**
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 3, 2022
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D/A, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), checking the following box.

* 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).

(1)	Name of Reporting Persons: 2018 Reed Dynasty Trust u/a/d December 24, 2018	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
(3)	SEC Use Only:	
(4)	Source of Funds (See Instructions): PF	
(5)	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): <input type="checkbox"/>	
(6)	Citizenship or Place of Organization: Ohio	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(7)	Sole Voting Power 36,470,752 (1)
	(8)	Shared Voting Power 0
	(9)	Sole Dispositive Power 36,470,752 (1)
	(10)	Shared Dispositive Power 0
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person: 36,470,752 (1)	
(12)	Check Box 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): 26.04%	
(14)	Type of Reporting Person (See Instructions): OO	

- (1) Represents shares of Class B common stock, which may be converted at any time into one share of Class A common stock. Additionally, each share of Class B common stock will convert automatically into one share of Class A common stock in certain circumstances, including the earliest to occur of (i) twelve months after the death or incapacity of John P. Reed, and (ii) the date upon which the then outstanding shares of Class B common stock first represent less than 10% of the voting power of the then outstanding shares of Class A common stock and Class B common stock.

(1)	Name of Reporting Persons: Albert T. Adams	
(2)	Check the Appropriate Box if a Member of a Group (See Instructions): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
(3)	SEC Use Only:	
(4)	Source of Funds (See Instructions): PF	
(5)	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): <input type="checkbox"/>	
(6)	Citizenship or Place of Organization: U.S.A.	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(7)	Sole Voting Power 0
	(8)	Shared Voting Power 42,037,341(1)(2)
	(9)	Sole Dispositive Power 0
	(10)	Shared Dispositive Power 42,037,341(1)(2)
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person: 42,037,341(1)(2)	
(12)	Check Box 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): 30.01%	
(14)	Type of Reporting Person (See Instructions): IN	

- (1) Represents 42,037,341 shares of Class B common stock held as follows: (a) 5,566,589 shares of Class B common stock held by the Reed 2013 Generation Skipping Trust, of which Messrs. Adams and Beargie are trustees; and (b) 36,470,752 shares of Class B common stock held by the 2018 Reed Dynasty Trust, of which Messrs. Adams and Beargie are trustees. Neither Messrs. Adams nor Beargie have any pecuniary interest in the shares and each disclaims beneficial ownership in such shares.
- (2) Each share of Class B common stock may be converted at any time into one share of Class A common stock. Additionally, each share of Class B common stock will convert automatically into one share of Class A common stock in certain circumstances, including the earliest to occur of (i) twelve months after the death or incapacity of John P. Reed, and (ii) the date upon which the then outstanding shares of Class B common stock first represent less than 10% of the voting power of the then outstanding shares of Class A common stock and Class B common stock.

(1)	Name of Reporting Persons: William T. Beargie
(2)	Check the Appropriate Box if a Member of a Group (See Instructions): (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
(3)	SEC Use Only:
(4)	Source of Funds (See Instructions): PF
(5)	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e): <input type="checkbox"/>
(6)	Citizenship or Place of Organization: U.S.A.
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(7) Sole Voting Power 0
	(8) Shared Voting Power 42,037,341(1)(2)
	(9) Sole Dispositive Power 0
	(10) Shared Dispositive Power 42,037,341(1)(2)
(11)	Aggregate Amount Beneficially Owned by Each Reporting Person: 42,037,341(1)(2)
(12)	Check Box 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): 30.01%
(14)	Type of Reporting Person (See Instructions): IN

- (1) Represents 42,037,341 shares of Class B common stock held as follows: (a) 5,566,589 shares of Class B common stock held by the Reed 2013 Generation Skipping Trust, of which Messrs. Adams and Beargie are trustees; and (b) 36,470,752 shares of Class B common stock held by the 2018 Reed Dynasty Trust, of which Messrs. Adams and Beargie are trustees. Neither Messrs. Adams nor Beargie have any pecuniary interest in the shares and each disclaims beneficial ownership in such shares.
- (2) Each share of Class B common stock may be converted at any time into one share of Class A common stock. Additionally, each share of Class B common stock will convert automatically into one share of Class A common stock in certain circumstances, including the earliest to occur of (i) twelve months after the death or incapacity of John P. Reed, and (ii) the date upon which the then outstanding shares of Class B common stock first represent less than 10% of the voting power of the then outstanding shares of Class A common stock and Class B common stock.

EXPLANATORY NOTE

This Amendment No. 1 (this “**Amendment**”) amends and supplements the Schedule 13D filed on November 15, 2021 (the “**Schedule 13D**”) by the 2018 Reed Dynasty Trust u/a/d December 24, 2018, a trust formed under the laws of Ohio (“**2018 Trust**”), of which Albert T. Adams and William T. Beargie are trustees (together with the 2018 Trust, the “**Reporting Persons**”), relating to the Class A common stock, par value \$0.001 per share (the “**Class A common stock**”), of Arhaus, Inc., a Delaware corporation (the “**Issuer**”) and reporting beneficial ownership by the Reporting Persons of Class B common stock, par value \$0.001, of the Issuer (the “**Class B common stock**”), which may be converted at any time into one share of Class A common stock. Additionally, each share of Class B common stock will convert automatically into one share of Class A common stock in certain circumstances, including the earliest to occur of (i) twelve months after the death or incapacity of John P. Reed, and (ii) the date upon which the then outstanding shares of Class B common stock first represent less than 10% of the voting power of the then outstanding shares of Class A common stock and Class B common stock.

On January 3, 2022, the 7,035,433 shares of Class B common stock held by The John P. Reed 2019 GRAT (the “**2019 Trust**”), of which John P. Reed is trustee, were distributed to the 2018 Trust, as the holder of the residual interest in the 2019 Trust.

This Amendment is being filed to provide or update the information regarding the beneficial ownership of Class A common stock and Class B common stock by the Reporting Persons. Information reported in the Schedule 13D remains in effect except to the extent that it is amended, restated or superseded by information contained in this Amendment. Capitalized terms used but not defined in this Amendment have the respective meanings set forth in the Schedule 13D. All references in the Schedule 13D and this Amendment shall be deemed to refer to the Schedule 13D as amended and supplemented by this Amendment.

ITEM 1. SECURITY AND ISSUER

There has been no material change to the information contained in Item 1 of the Schedule 13D.

ITEM 2. IDENTITY AND BACKGROUND

There has been no material change to the information contained in Item 2 of the Schedule 13D.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 of the Schedule 13D is hereby amended and supplemented as follows:

The 7,035,433 shares of Class B common stock reported herein were acquired by the Reporting Persons for no consideration as the residuary beneficiary of the 2019 Trust.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 is hereby amended and supplemented as follows:

The two-year term of the 2019 Trust expired on December 31, 2021 in accordance with the terms of the 2019 Trust agreement. On January 3, 2022, the 2019 Trust distributed the remaining trust property including the 7,035,433 shares of Class B common stock held by the 2019 Trust to the 2018 Trust as the holder of the residual interest for no consideration.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Paragraphs (a), (b) and (c) of Item 5 are hereby amended and supplemented as follows:

(a) and (b)

The Reporting Persons beneficially own shares of Class A common stock as follows:

<u>Reporting Person</u>	<u>Amount Beneficially Owned</u>	<u>Percent of Class</u>
2018 Reed Dynasty Trust	36,470,752	26.04%
Albert T. Adams (1)	42,037,341	30.01%
William T. Beargie (1)	42,037,341	30.01%

- (1) Represents 42,037,341 shares of Class B common stock held as follows: (a) 5,566,589 shares of Class B common stock held by the Reed 2013 Generation Skipping Trust, of which Messrs. Adams and Beargie are trustees; and (b) 36,470,752 shares of Class B common stock held by the 2018 Reed Dynasty Trust, of which Messrs. Adams and Beargie are trustees. Neither Messrs. Adams nor Beargie have any pecuniary interest in the shares and each disclaims beneficial ownership in such shares.

The percentage ownership reported is based upon 140,063,217 outstanding shares of the Issuer's Class A common stock reported in the prospectus supplement dated November 3, 2021, filed by the Issuer on November 5, 2021, assuming the conversion into Class A common stock of all outstanding Class B common stock.

- (c) As previously reported on a Form 4 filed with the Securities and Exchange Commission on January 5, 2022, the Reporting Persons effected the following transactions in the past sixty days:

<u>Date of Transaction</u>	<u>Amount of Securities Involved</u>	<u>Price Per Share</u>	<u>Nature of Transaction</u>
January 3, 2022 (1)	7,035,433	0	Distribution of Class B common stock

- (1) The 2019 Trust, of which Mr. Reed is trustee, distributed the remainder interest to the 2018 Trust.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

There has been no material change to the information contained in Item 6 of the Schedule 13D.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

- 7.1 Investor Rights Agreement, dated as of November 8, 2021 among Arhaus, Inc., FS Equity Partners VI, L.P., FS Affiliates VI, L.P., John P. Reed, 2018 Reed Dynasty Trust u/a/d December 24, 2018, John P. Reed Trust u/a/d April 29, 1985, Reed 2013 Generation-Skipping Trust u/a/d October 22, 2013, and The John P. Reed 2019 GRAT u/a/d December 31, 2019 (incorporated by reference to Exhibit 7.1 to the Schedule 13D).
- 7.2 Registration Rights Agreement, dated as of November 8, 2021 among Arhaus, Inc., FS Equity Partners VI, L.P., FS Affiliates VI, L.P., Starrett Family Trust, Dated 4-11-99, Norman S. Matthews, Gregory M. Bettinelli, John P. Reed, 2018 Reed Dynasty Trust u/a/d December 24, 2018, John P. Reed Trust u/a/d April 29, 1985, Reed 2013 Generation-Skipping Trust u/a/d October 22, 2013, and The John P. Reed 2019 GRAT u/a/d December 31, 2019 (incorporated by reference to Exhibit 7.2 to the Schedule 13D).
- 7.3 Form of Lock-Up Agreement (incorporated by reference to Exhibit C of Exhibit 1.1 to the Issuer's amended Form S-1 filed on October 27, 2021).
- 7.4 Joint Filing Agreement and Power of Attorney, dated November 15, 2021 (incorporated by reference to Exhibit 7.4 to the Schedule 13D).
- 7.5 Power of Attorney of the 2018 Reed Dynasty Trust u/a/d December 24, 2018, dated October 15, 2021.
- 7.6 Power of Attorney of Albert T. Adams, dated September 22, 2021.
- 7.7 Power of Attorney of William T. Beargie, dated September 22, 2021.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this Schedule 13D is true, complete, and correct.

Dated as of January 6, 2022

2018 REED DYNASTY TRUST U/A/D
DECEMBER 24, 2018

By: *

Albert T. Adams, Trustee

By: *

William T. Beargie, Trustee

By: *

Albert T. Adams

By: *

William T. Beargie

By: /s/ Suzanne Hanselman

Suzanne Hanselman
Attorney-in-fact

* Suzanne Hanselman, by signing her name hereto, does sign this document on behalf of such person pursuant to a power of attorney executed by such person and attached to the Schedule 13D/A.

POWER OF ATTORNEY

Know all by these present, that the undersigned does hereby constitute and appoint Dawn Phillipson, Christian Sedor, Suzanne Hanselman, Charlotte Pasiadis and Tess Wafelbakker, and each of them, as the undersigned's true and lawful attorneys-in-fact and agents to do any and all things, and execute any or all instruments which, after the advice of counsel, said attorneys and agents may deem necessary and advisable to enable the undersigned to comply with the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission ("SEC"), including specifically, but without limitation thereof, power of attorney to sign the undersigned's name to a Form ID, Form 144, Form 3, Form 4, Form 5, Schedule 13D or Schedule 13G and any amendments thereto, to be filed with the SEC; and the undersigned does hereby ratify and confirm all that any of said attorneys and agents shall do or cause to be done by virtue hereof. The undersigned may revoke the authority granted herein upon delivering a signed written notice to the foregoing attorneys-in-fact.

Executed on this 15th day of October, 2021.

2018 Reed Dynasty Trust

/s/ William Beargie

By: William Beargie, Trustee

/s/ Albert Adams

By: Albert Adams, Trustee

POWER OF ATTORNEY

Know all by these present, that the undersigned does hereby constitute and appoint Dawn Phillipson, Christian Sedor, Suzanne Hanselman, Charlotte Pasiadis and Tess Wafelbakker, and each of them, as the undersigned's true and lawful attorneys-in-fact and agents to do any and all things, and execute any or all instruments which, after the advice of counsel, said attorneys and agents may deem necessary and advisable to enable the undersigned to comply with the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission ("SEC"), including specifically, but without limitation thereof, power of attorney to sign the undersigned's name to a Form ID, Form 144, Form 3, Form 4, Form 5, Schedule 13D or Schedule 13G and any amendments thereto, to be filed with the SEC; and the undersigned does hereby ratify and confirm all that any of said attorneys and agents shall do or cause to be done by virtue hereof. The undersigned may revoke the authority granted herein upon delivering a signed written notice to the foregoing attorneys-in-fact.

Executed on this 22nd day of September, 2021.

/s/ Al Adams

Name: Al Adams

POWER OF ATTORNEY

Know all by these present, that the undersigned does hereby constitute and appoint Dawn Phillipson, Christian Sedor, Suzanne Hanselman, Charlotte Pasiadis and Tess Wafelbakker, and each of them, as the undersigned's true and lawful attorneys-in-fact and agents to do any and all things, and execute any or all instruments which, after the advice of counsel, said attorneys and agents may deem necessary and advisable to enable the undersigned to comply with the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission ("SEC"), including specifically, but without limitation thereof, power of attorney to sign the undersigned's name to a Form ID, Form 144, Form 3, Form 4, Form 5, Schedule 13D or Schedule 13G and any amendments thereto, to be filed with the SEC; and the undersigned does hereby ratify and confirm all that any of said attorneys and agents shall do or cause to be done by virtue hereof. The undersigned may revoke the authority granted herein upon delivering a signed written notice to the foregoing attorneys-in-fact.

Executed on this 22nd day of September, 2021.

/s/ William Beargie
Name: William Beargie