

INTERFACE INC  
Form 8-K  
May 26, 2010

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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): May 20, 2010

INTERFACE, INC.  
(Exact name of Registrant as Specified in its Charter)

Georgia  
(State or other  
Jurisdiction of  
Incorporation or  
Organization)

001-33994  
(Commission File  
Number)

58-1451243  
(IRS Employer  
Identification No.)

2859 Paces Ferry Road, Suite 2000  
Atlanta, Georgia  
(Address of principal executive offices)

30339  
(Zip code)

Registrant's telephone number, including area code: (770) 437-6800

Not Applicable  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o 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
  - o CFR 240.14d-2(b))  
Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17
  - o CFR 240.13e-4(c))
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ITEM DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT  
5.02 OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

(e) Amendment and Restatement of Omnibus Stock Incentive Plan

On May 20, 2010, the shareholders of Interface, Inc. (the “Company”) approved an amendment and restatement of the Interface, Inc. Omnibus Stock Incentive Plan. The amended and restated plan was adopted by the Company’s Board of Directors on February 23, 2010, subject to shareholder approval. The following summary description of the Interface, Inc. Omnibus Stock Incentive Plan, as amended and restated (the “Stock Incentive Plan” or the “Plan”), is qualified in its entirety by the full text of the Plan, a copy of which is filed herewith as Exhibit 99.1.

The Stock Incentive Plan provides for grants of restricted stock, incentive stock options, nonqualified stock options, stock appreciation rights, deferred shares, performance shares and performance units. As amended and restated, the aggregate number of shares of Common Stock (which may be either Class A or Class B Common Stock) that may be issued or transferred under the Stock Incentive Plan on or after the effective date of February 23, 2010, is 6,558,263, constituting the sum of (a) 5,000,000 shares not previously authorized for issuance under any plan, plus (b) 17,948 shares remaining available for issuance under the Plan but not subject to outstanding awards immediately prior to such effective date, plus (c) 1,540,315 unissued shares subject to outstanding and unexercised stock option awards immediately prior to such effective date; provided, however, that each share issued after such effective date pursuant to an award other than a stock option will reduce the number of remaining shares available by 1.33 shares. No award may be granted after the tenth anniversary of the effective date, provided that all awards granted prior to such date shall continue in effect thereafter subject to the terms thereof and of the Plan.

The Stock Incentive Plan is administered by the Compensation Committee of the Board of Directors. All employees of the Company or one of its subsidiaries, outside directors and consultants or independent contractors performing bona fide services for the Company or one of its subsidiaries, are eligible for consideration as participants under the Plan, although only employees are eligible to receive grants of incentive stock options. The Compensation Committee has authority to determine the participants to whom awards will be granted, the form and amount of the awards (including whether the grant is for Class A or Class B Common Stock), the dates of grant, vesting period, option prices (in the case of awards of options), performance objectives (in the case of restricted shares, deferred shares, performance shares or performance units) and other terms of each award. No participant may receive awards or options representing more than 500,000 shares of Common Stock or 1,000,000 performance units during any calendar year under the Stock Incentive Plan.

ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

Annual Meeting of Shareholders

- (a) The Company held its annual meeting of shareholders on May 20, 2010.
- (b) The matters considered at the annual meeting, and votes cast for, against or withheld, as well as the number of abstentions and broker non-votes, relating to each matter are as follows:

(i) Election of the following Directors (elected by plurality vote):

Class A	For	Withheld	Non-Votes
Dianne Dillon-Ridgley	37,531,186	12,937,016	2,830,834
June M. Henton	37,518,297	12,949,905	2,830,834
Christopher G. Kennedy	37,520,322	12,947,880	2,830,834
K. David Kohler	37,668,309	12,799,893	2,830,834
Thomas R. Oliver	32,269,570	18,198,632	2,830,834

Class B	For	Withheld	Non-Votes
Ray C. Anderson	5,184,212	18,000	168,895
Edward C. Callaway	5,194,208	8,004	168,895
Carl I. Gable	5,166,782	35,430	168,895
Daniel T. Hendrix	5,202,212	0	168,895
James B. Miller, Jr.	5,194,208	8,004	168,895
Harold M. Paisner	5,194,208	8,004	168,895

(ii) Proposal to approve the Company's adoption of an amendment and restatement of the Interface, Inc. Omnibus Stock Incentive Plan:

For:	46,992,986
Against:	7,865,932
Abstain:	811,496
Non-Votes	2,999,729

(iii) Proposal to ratify the appointment of BDO Seidman, LLP to serve as independent auditors for 2010:

For:	58,045,469
Against:	605,217
Abstain:	19,457
Non-Votes	0

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial Statements of Businesses Acquired.

None.

(b) Pro Forma Financial Information.

None.

(c) Shell Company Transactions.

None.

(d) Exhibits.

Exhibit No.	Description
99.1	Interface, Inc. Omnibus Stock Incentive Plan, as amended and restated February 23, 2010.

SIGNATURES

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

INTERFACE, INC.

By: /s/ Patrick C.  
Lynch  
Patrick C. Lynch  
Senior Vice President

Date: May 25, 2010

EXHIBIT INDEX

Exhibit No.	Description
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