

INTERFACE INC
Form 8-K
May 26, 2011

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 23, 2011

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 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 23, 2011.

(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 | 39,081,570 | 13,561,927 | 2,431,612 |
| June M. Henton | 39,094,235 | 13,549,262 | 2,431,612 |
| Christopher G. Kennedy | 39,126,451 | 13,517,046 | 2,431,612 |
| K. David Kohler | 38,933,014 | 13,710,483 | 2,431,612 |

| Class B | For | Withheld | Non-Votes |
|----------------------|-----------|----------|-----------|
| Ray C. Anderson | 5,842,218 | 0 | 3,668 |
| Edward C. Callaway | 5,842,218 | 0 | 3,668 |
| Carl I. Gable | 5,837,013 | 5,205 | 3,668 |
| Daniel T. Hendrix | 5,842,218 | 0 | 3,668 |
| James B. Miller, Jr. | 5,837,013 | 5,205 | 3,668 |
| Harold M. Paisner | 5,842,218 | 0 | 3,668 |

(ii) Advisory vote on executive compensation:

| | |
|------------|------------|
| For: | 46,636,810 |
| Against: | 11,183,725 |
| Abstain: | 665,180 |
| Non-Votes: | 2,435,280 |

(iii) Advisory vote on frequency of future advisory votes on executive compensation:

| | |
|----------------|------------|
| Every 3 years: | 28,213,016 |
| Every 2 years: | 264,502 |
| Every 1 year: | 29,107,796 |
| Abstain: | 900,401 |
| Non-Votes: | 2,435,280 |

(iv) Proposal to ratify the appointment of BDO USA, LLP to serve as independent auditors for 2011:

| | |
|----------|------------|
| For: | 60,163,078 |
| Against: | 694,838 |
| Abstain: | 63,079 |

Non-Votes

0

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, 2011
