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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))

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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 1.01**

**Entry into a Material Definitive Agreement**

On May 20, 2009, the Company's Compensation Committee approved the amendment and restatement of a Restricted Stock Award granted pursuant to the Company's 2006 Stock Awards Plan (the "2006 Plan") to Daniel K. Frierson, the Company's Chief Executive Officer. The amended and restated Award consists of 125,000 shares of Restricted Stock and was initially granted on June 6, 2006. The Award has been amended to extend the term of the Award to June 6, 2014, and to extend the time during which the market condition may be met to June 6, 2014. Conforming changes to the provisions of the Award dealing with vesting on an involuntary termination or change in control were also made.

**Item 9.01**

**Financial Statements and Exhibits.**

(d)

Exhibits

(10.1)

Amended and Restated Award of 125,000 shares of Restricted Stock under the 2006 Stock Awards Plan to Daniel K. Frierson.

**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.

Date: May 21, 2009

**THE DIXIE GROUP, INC.**

**By: /s/ Gary A. Harmon**

Gary A. Harmon

Chief Financial Officer