

INTERFACE INC
Form POSASR
October 30, 2006

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AS FILED WITH THE SECURITIES AND
EXCHANGE COMMISSION ON OCTOBER 30, 2006

REGISTRATION NO. 333-134168

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

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Interface, Inc.

(Exact Name of Issuer as Specified in its Charter)

Georgia

*(State or Other Jurisdiction of
Incorporation or Organization)*

58-1451243

*(I.R.S. Employer
Identification Number)*

**2859 Paces Ferry Road, Suite 2000
Atlanta, Georgia 30339
(770) 427-6800**

*(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)*

**Raymond S. Willoch, Esquire
Senior Vice President-Administration,
General Counsel and Secretary**

Interface, Inc.

**2859 Paces Ferry Road, Suite 2000, Atlanta, Georgia
30339**

(770) 437-6800

*(Name, address, including zip code, and telephone
number,*

including area code, of agent for service)

Copy to:

**W. Randy Eaddy, Esquire
Kilpatrick Stockton LLP**

1100 Peachtree Street, Atlanta, Georgia 30309-4530

Telephone: (404) 815-6500

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Unit(2)	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee
Common Stock(3)	5,750,000	\$14.76	\$84,870,000	\$9,081.09

(1) Includes
750,000 shares
subject to the

exercise of the
underwriter's
over-allotment
option.

- (2) Determined in accordance with Rule 457(c) and 457(r) under the Securities Act of 1933 based on \$14.76, the average of the high and low prices on the Nasdaq Global Market on October 27, 2006.
 - (3) Each share of common stock includes one preferred stock purchase right as described under
Description of
Capital Stock .
No separate consideration will be received for the preferred stock purchase rights.
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Explanatory Note

This Post-Effective Amendment No. 1 is being filed to reflect and pay the registration fee for a take-down offering of specific securities pursuant to the Company's Form S-3, File No. 333-134168, and to include certain information and exhibits in connection therewith as prescribed by Part II thereto. The Prospectus Supplement used for the take-down offering is not included herein, but has been filed separately from this Amendment as permitted by Rule 424(b)(2).

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PART II

ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION

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EX-5.2 LEGAL OPINION OF KILPATRICK STOCKTON LLP

EX-23.2.2 CONSENT OF BDO SEIDMAN, LLP

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PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION

The following table sets forth the expenses in connection with the registration and take-down offering of 5,750,000 shares of Class A Common Stock from the universal shelf registration of securities covered by the Registrant's Form S-3 Registration Statement, File No. 333-134168. It does not relate to possible past or future take-down offerings of other securities that are also covered by such Registration Statement. All of the amounts shown are estimated, except the SEC registration fee, and relate to this Form S-3 only.

SEC Registration Fee	\$ 9,081
Nasdaq Listing Fees	50,000
Printing and Engraving Expenses	75,000
Legal Fees and Expenses	200,000
Accounting Fees and Expenses	125,000
Transfer Agent Fees and Expenses	15,000
Miscellaneous	25,919
Total	\$500,000

ITEM 16. EXHIBITS.

The exhibits listed below include only those that are being affected by this Post-Effective Amendment No. 1. For a complete listing of the exhibits that form a part of this Registration Statement, this Post-Effective Amendment No. 1 should be read together with the list of exhibits set forth under Item 16 of the Registration Statement as originally filed and effective.

Exhibit Number	Description of Exhibit
5.2	Legal Opinion of Kilpatrick Stockton LLP
23.1.1	Consent of Kilpatrick Stockton, LLP (see Exhibit 5.1).*
23.1.2	Consent of Kilpatrick Stockton, LLP (see Exhibit 5.2).
23.2.1	Consent of BDO Seidman, LLP.*
23.2.2	Consent of BDO Seidman, LLP.

* Previously filed
and
renumbered.

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on October 30, 2006.

INTERFACE, INC.

By: /s/ Daniel T. Hendrix
Daniel T. Hendrix,
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated on October 30, 2006.

Signature	Title
*	
Ray C. Anderson	Non-Executive Chairman of the Board of Directors
/s/ Daniel T. Hendrix	
Daniel T. Hendrix	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Patrick C. Lynch	
Patrick C. Lynch	Vice President and Chief Financial Officer (Principal Financial and Principal Accounting Officer)
*	
Edward C. Callaway	Director
*	
Dianne Dillon-Ridgley	Director
*	
Carl I. Gable	Director
*	
June M. Henton	Director
*	
Christopher G. Kennedy	Director

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Signature	Title
K. David Kohler	Director
*	
James B. Miller, Jr.	Director
*	
Thomas R. Oliver	Director
*	
Clarinus C.Th. van Andel	Director
* By: /s/ Daniel T. Hendrix Daniel T. Hendrix Attorney-in-fact	

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Exhibit Index

Exhibit Number	Description of Exhibit
5.2	Legal Opinion of Kilpatrick Stockton LLP
23.1.2	Consent of Kilpatrick Stockton, LLP (see Exhibit 5.2).
23.2.2	Consent of BDO Seidman, LLP.

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