

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**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Unit(2)</b>	<b>Proposed Maximum Aggregate Offering Price(1)(2)</b>	<b>Amount of Registration Fee</b>
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**

**ITEM 16. EXHIBITS**

**SIGNATURES**

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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.

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
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
*	Non-Executive Chairman of the Board of Directors
Ray C. Anderson	
/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)
*	Director
Edward C. Callaway	
*	Director
Dianne Dillon-Ridgley	
*	Director
Carl I. Gable	
*	Director
June M. Henton	
*	Director
Christopher G. Kennedy	





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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**

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