

INTERFACE INC  
Form 8-K  
May 14, 2013

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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 13, 2013

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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SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

ITEM

5.07.

Annual Meeting of Shareholders

- (a) The Company held its annual meeting of shareholders on May 13, 2013.
- (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 were:
- (i) Election of Directors (elected by plurality vote):

	For	Withheld	Non-Votes
Edward C. Callaway	37,464,484	19,633,756	4,406,300
Andrew B. Cogan	56,410,551	687,689	4,406,300
Dianne Dillon-Ridgley	37,041,489	20,056,751	4,406,300
Carl I. Gable	37,292,805	19,805,435	4,406,300
Daniel T. Hendrix	38,919,587	18,178,653	4,406,300
June M. Henton	37,299,799	19,798,441	4,406,300
Christopher G. Kennedy	36,696,151	20,402,089	4,406,300
K. David Kohler	36,722,411	20,375,829	4,406,300
James B. Miller, Jr.	36,474,281	20,623,959	4,406,300
Harold M. Paisner	37,460,961	19,637,279	4,406,300

- (ii) Approval of executive compensation:

For:	55,193,793
Against:	1,741,904
Abstain:	162,543
Non-Votes:	4,406,300

- (iii) Ratification of the appointment of BDO USA, LLP to serve as independent auditors for 2013:

For:	60,394,637
Against:	923,781
Abstain:	186,122
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/ Raymond S. Willoch  
Raymond S. Willoch  
Senior Vice President

Date: May 14, 2013