

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 |
|------------------------|---|
| * | 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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