

INTERFACE INC

Form 8-K

May 17, 2017

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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**FORM 8-K**

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**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 16, 2017

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**INTERFACE, INC.**

(Exact name of Registrant as Specified in its Charter)

|  |                  |                     |
|--|------------------|---------------------|
| Georgia                                | 001-33994        | 58-1451243          |
| (State or other Jurisdiction of        | (Commission File | (IRS Employer       |
| Incorporation or Organization) Number) |                  | Identification No.) |

2859 Paces Ferry Road, Suite 2000

|  |            |
|--|------------|
| Atlanta, Georgia                         | 30339      |
| (Address of principal executive offices) | (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):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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))

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

*Annual Meeting of Shareholders*

(a) The Company held its annual meeting of shareholders on May 16, 2017.

(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):

|                        | <u>For</u> | <u>Withheld</u> | <u>Non-Votes</u> |
|------------------------|------------|-----------------|------------------|
| John P. Burke          | 53,344,931 | 1,973,329       | 3,464,251        |
| Andrew B. Cogan        | 42,439,379 | 12,878,881      | 3,464,251        |
| Carl I. Gable          | 51,210,404 | 4,107,856       | 3,464,251        |
| Jay D. Gould           | 53,602,820 | 1,715,440       | 3,464,251        |
| Daniel T. Hendrix      | 51,283,022 | 4,035,238       | 3,464,251        |
| Christopher G. Kennedy | 50,430,646 | 4,887,614       | 3,464,251        |
| K. David Kohler        | 50,812,057 | 4,506,203       | 3,464,251        |
| Erin A. Matts          | 54,198,371 | 1,119,889       | 3,464,251        |
| James B. Miller, Jr.   | 38,644,127 | 16,674,133      | 3,464,251        |
| Sheryl D. Palmer       | 53,715,059 | 1,603,201       | 3,464,251        |

(ii) Approval of executive compensation:

For: 32,553,378  
 Against: 22,468,367  
 Abstain: 296,515  
 Non-Votes: 3,464,251

(iii) Advisory vote on frequency of future advisory votes on executive compensation:

|                |            |
|----------------|------------|
| Every 3 years: | 10,580,174 |
| Every 2 years: | 13,403     |
| Every 1 year:  | 44,688,990 |
| Abstain:       | 35,693     |
| Non-Votes:     | 3,464,251  |

(iv) Ratification of the appointment of BDO USA, LLP to serve as independent auditors for 2017:

|           |            |
|-----------|------------|
| For:      | 57,893,108 |
| Against:  | 883,230    |
| Abstain:  | 6,173      |
| Non-Votes | 0          |

In light of the vote on frequency of shareholder advisory votes on executive compensation, the Board of Directors has decided to include a shareholder vote on executive compensation in the Company's proxy materials each year until the next vote on frequency of shareholder advisory votes.

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**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/ David B.  
                          Foshee  
                          David B. Foshee  
                          Vice President

Date: May 16, 2017