

INTERFACE INC
Form 10-Q/A
July 14, 2006

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q/A
Amendment No.1

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For Quarterly Period Ended October 2, 2005

Commission File Number 0-12016

INTERFACE, INC.
(Exact name of registrant as specified in its charter)

GEORGIA
(State or other
jurisdiction of
incorporation or
organization)

58-1451243
(I.R.S. Employer
Identification No.)

2859 PACES FERRY ROAD, SUITE 2000, ATLANTA, GEORGIA
30339

(Address of principal executive offices and zip code)

(770) 437-6800
(Registrant's telephone number, including
area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).
Yes No

Shares outstanding of each of the registrant's classes of common stock at November 7, 2005:

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| <u>Class</u> | <u>Number of Shares</u> |
|---|-------------------------|
| Class A Common Stock, \$.10 par value per share | 46,279,108 |
| Class B Common Stock, \$.10 par value per share | 7,014,266 |

Explanatory Note

We are filing this Amendment No. 1 to our Quarterly Report on Form 10-Q for the quarterly period ended October 2, 2005, for the purpose of correcting the certifications filed previously as Exhibits 31.1 and 31.2.

This amendment does not reflect events occurring after the filing of the original Form 10-Q or, except as indicated above and except for updating changes to the list of exhibits in Item 6 of Part II, modify or update the information in the original Form 10-Q.

PART II - OTHER INFORMATION

ITEM 6. EXHIBITS

The following exhibits are filed with this report:

| <u>EXHIBIT NUMBER</u> | <u>DESCRIPTION OF EXHIBIT</u> |
|---------------------------|--|
| 10.1 | Fourth Amendment to Fifth Amended and Restated Credit Agreement, dated as of September 30, 2005, among the Company (and certain direct and indirect subsidiaries), the lenders listed therein, and Wachovia Bank, National Association (included as Exhibit 99.1 to the Company's Current Report on Form 8-K dated September 30, 2005, previously filed with the Commission and incorporated herein by reference). |
| 10.2 | Employment Agreement of Patrick C. Lynch dated October 6, 2005 (included as Exhibit 99.1 to the Company's Current Report on Form 8-K dated October 6, 2005, previously filed with the Commission and incorporated herein by reference). |
| 10.3 | Change in Control Agreement of Patrick C. Lynch dated October 6, 2005 (included as Exhibit 99.2 to the Company's Current Report on Form 8-K dated October 6, 2005, previously filed with the Commission and incorporated herein by reference). |
| 31.1 | Section 302 Certification of Chief Executive Officer. |
| 31.2 | Section 302 Certification of Chief Financial Officer. |
| 32.1 | Certification of Chief Executive Officer pursuant to 18 U.S.C. § 1350 (included as Exhibit 32.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended October 2, 2005, previously filed with the Commission and incorporated herein by reference). |
| 32.2 | Certification of Chief Financial Officer pursuant to 18 U.S.C. § 1350 (included as Exhibit 32.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended October 2, 2005, previously filed with the Commission and incorporated herein by reference). |

SIGNATURE

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 thereunto duly authorized.

INTERFACE, INC.

Date: July 12, 2006

By: /s/ Patrick C.
Lynch
Patrick C. Lynch
Vice President
(Principal Financial Officer)

