

DIXIE GROUP INC  
Form 8-K/A  
October 24, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K/A

(Amendment No. 1)

CURRENT REPORT  
Pursuant To Section 13 OR 15(d) Of The Securities Exchange Act Of 1934

Date of Report (Date of earliest event reported): October 24, 2014

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THE DIXIE GROUP, INC.  
(Exact name of Registrant as specified in its charter)

Tennessee (State or other jurisdiction of incorporation)	0-2585 (Commission File Number)	62-0183370 (I.R.S. Employer Identification No.)
104 Nowlin Lane - Suite 101, Chattanooga, Tennessee (Address of principal executive offices)		37421 (zip code)
(423) 510-7000 (Registrant's telephone number, including area code)		

Check the appropriate box below if the Form 8-K/A 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))



Explanatory Note

This Form 8-K/A is filed as an amendment (“Amendment No. 1”) by The Dixie Group, Inc. (the “Company”) to the Current Report on Form 8-K filed by the Company on October 24, 2014 under Item 5.02 to correct the description of the Company’s outside director compensation program as follows:

ITEM Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;  
5.02 Compensatory Arrangements of Certain Officers.

The description of the Company’s outside director compensation program appearing in Item 5.02 is deleted and the following is substituted in its stead:

“Mr. Blue will participate in the Company’s standard outside director compensation program. Pursuant to this program, each member of the Board, who is not an employee of the Company, receives an annual retainer of \$36,000.00, payable \$18,000 in cash and the remainder in Performance Units under the Directors Stock Plan. In addition to the annual retainer, directors who are not employees of the Company receive \$1,500 for each Board meeting attended and \$1,000 for each committee meeting attended. Each Committee Chair will receive an \$8,000.00 fee in addition to the annual retainer, in lieu of the per meeting attendance fee. Fees for attending telephonic meetings are the same as those for in-person meetings. Additionally, directors receive reimbursement of the expenses they incur in attending all board and committee meetings.”

The remainder of Item 5.02 and the remainder of the original Form 8-K is unchanged.

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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.

Date: October 24, 2014

THE DIXIE GROUP, INC.

/s/ Jon A. Faulkner  
Jon A. Faulkner  
Chief Financial Officer