

DIXIE GROUP INC  
Form 8-K  
May 03, 2012

UNITED STATES  
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 1, 2012

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

|  |                          |                                      |
|--|--------------------------|--------------------------------------|
| Tennessee                                      | 0-2585                   | 62-0183370                           |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

|   |            |
|---|------------|
| 104 Nowlin Lane - Suite 101, Chattanooga, Tennessee | 37,421     |
| (Address of principal executive offices)            | (zip code) |

(423) 510-7000  
(Registrant's telephone number, including area code)

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))



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

The 2012 annual meeting of the shareholders (the “meeting”) of the Dixie Group, Inc. (the “Company”) was held on May 1, 2012. The final voting results for each of the proposals submitted for vote by the shareholders are set forth below.

Proposal 1 - the number of directors were set at nine and the below nine individuals were elected for a term of one year each, as follows:

|                          | Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|--------------------------|------------|---------------|-------------|------------------|
| Charles E. Brock         | 26,887,350 | 6,166         | 56,593      | 2,102,976        |
| J. Don Brock             | 24,970,606 | 1,922,910     | 56,593      | 2,102,976        |
| Daniel K. Frierson       | 26,887,309 | 6,207         | 56,593      | 2,102,976        |
| D. Kennedy Frierson, Jr. | 26,882,661 | 10,855        | 56,593      | 2,102,976        |
| Paul K. Frierson         | 26,795,966 | 97,550        | 56,593      | 2,102,976        |
| Walter W. Hubbard        | 26,868,762 | 24,754        | 56,593      | 2,102,976        |
| Lowry F. Kline           | 26,888,509 | 5,007         | 56,593      | 2,102,976        |
| Hilda S. Murray          | 26,887,200 | 6,316         | 56,593      | 2,102,976        |
| John W. Murrey, III      | 26,867,803 | 25,713        | 56,593      | 2,102,976        |

Proposal 2 - material terms of the performance goals for awards under the Company's 2012 - 2017 Incentive Compensation Plan were approved as follows:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 26,765,511 | 144,230       | 40,368      | 2,102,976        |

Proposal 3 - appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2012 was approved as follows:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 29,021,081 | 26,980        | 5,024       | —                |

**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: May 3, 2012

THE DIXIE GROUP, INC.  
By: /s/ Jon A. Faulkner  
Jon A. Faulkner  
Chief Financial Officer