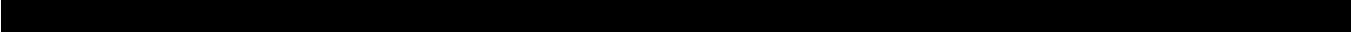


DIXIE GROUP INC
Form 10-K/A
March 09, 2006

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



FORM 10-K/A



(Mark One)

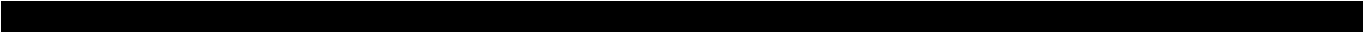
ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2005

OR
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission File Number 0-2585



The Dixie Group, Inc.

(Exact name of registrant as specified in its charter)



Tennessee

62-0183370

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

345-B Nowlin Lane, Chattanooga, TN

37421



(Address of principal executive offices)

(Zip Code)

(423) 510-7000

[Redacted]

Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class

Name of Each Exchange on Which Registered

[Redacted]

[Redacted]

None

None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, \$3.00 Par Value

[Redacted]

(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes []

No [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes []

No [X]

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 10-K/A (Continued)

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, and (2) has been subject to such filing requirements for the past 90 days.

Yes [x]

No []

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulations S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or other information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes No

The aggregate market value of the Common Stock held by non-affiliates of the registrant on June 25, 2005 (the last business day of the registrant's most recently completed fiscal second quarter) was approximately \$195,000,000. The aggregate market value was computed by reference to the closing price of the Common Stock on such date. In making this calculation, the registrant has assumed, without admitting for any purpose, that all executive officers, directors, and holders of more than 10% of a class of outstanding Common Stock, and no other persons, are affiliates. No market exists for the shares of Class B Common Stock, which is neither registered under Section 12 of the Act nor subject to Section 15(d) of the Act.

Indicate the number of shares outstanding of each of the registrant's classes of Common Stock as of the latest practicable date.

| <u>Class</u> | <u>Outstanding as of February 17, 2006</u> |
|--|--|
| Common Stock, \$3.00 Par Value | 11,692,199 shares |
| Class B Common Stock, \$3.00 Par Value | 714,560 shares |
| Class C Common Stock, \$3.00 Par Value | 0 shares |

Documents Incorporated By Reference.

Specified portions of the following documents are incorporated by reference:

Proxy Statement of the registrant for annual meeting of shareholders to be held May 3, 2006(PART III).

EXPLANATORY NOTE

The registrant is filing this Amendment No. 1 to its Form 10-K for the fiscal year ended December 31, 2005, to correct a typographical error with respect to Exhibit 23, Consent of Independent Registered Public Accounting Firm. No other information contained in the original filing is amended hereby. This amendment does not reflect events occurring after the filing of the original Form 10-K, or modify or update other disclosures therein in any way other than as required to correct Exhibit 23.

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

- (a) (3) List of exhibits filed pursuant to Item 601 of the Regulation S-K.

| <u>EXHIBIT NO</u> | <u>EXHIBIT DESCRIPTION</u> | <u>INCORPORATION BY REFERENCE</u> |
|-------------------|---|-----------------------------------|
| (23) | Consent of Independent Registered Public Accounting Firm. | Filed herewith. |
| (31.1) | CEO Certification pursuant to Securities Exchange Act Rule 13a-14(a). | Filed herewith. |
| (31.2) | CFO Certification pursuant to Securities Exchange Act Rule 13a-14(a). | Filed herewith. |
| (32.1) | CEO Certification pursuant to Securities Exchange Act Rule 13a-14(b). | Filed herewith. |
| (32.2) | CFO Certification pursuant to Securities Exchange Act Rule 13a-14(b). | Filed herewith. |

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this amended report to be signed on its behalf by the undersigned, thereunto duly authorized.

March 8, 2006

The Dixie Group, Inc.

/s/ GARY A. HARMON

Vice President and
Chief Financial Officer