

UNIFI INC
Form 8-K
October 28, 2010

**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): October 27, 2010
UNIFI, INC.
(Exact name of registrant as specified in its charter)**

New York (State or Other Jurisdiction of Incorporation) **1-10542** (Commission File Number) **11-2165495** (IRS Employer Identification No.)

7201 West Friendly Avenue
Greensboro, North Carolina
(Address of Principal Executive Offices) **27410** (Zip Code)

Registrant's telephone number, including area code: **(336) 294-4410**

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:

- 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))
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ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On October 27, 2010, Unifi, Inc. (the Registrant) issued a press release announcing its preliminary operating results for its first fiscal quarter ended September 26, 2010, which press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

On October 27, 2010, the Registrant held its 2010 Annual Meeting of Shareholders (the Annual Meeting). The following are the voting results on each matter submitted to the Registrant s shareholders at the Annual Meeting.

Proposal 1: Election to the Registrant s Board of Directors. The Registrant s shareholders elected the following nine nominees as directors:

| Name | For | Withheld | Broker Non-Votes |
|-------------------------|------------|-----------|------------------|
| William J. Armfield, IV | 40,733,483 | 1,421,776 | 11,856,468 |
| R. Roger Berrier, Jr. | 41,750,532 | 404,727 | 11,856,468 |
| Archibald Cox, Jr. | 41,730,089 | 425,170 | 11,856,468 |
| William L. Jasper | 41,749,132 | 406,127 | 11,856,468 |
| Kenneth G. Langone | 41,316,570 | 838,689 | 11,856,468 |
| George R. Perkins, Jr. | 41,730,385 | 424,874 | 11,856,468 |
| William M. Sams | 41,488,598 | 666,661 | 11,856,468 |
| G. Alfred Webster | 40,842,006 | 1,313,253 | 11,856,468 |
| Stephen Wener | 41,751,195 | 404,064 | 11,856,468 |

Proposal 2: Approval of amendment to the Registrant s Restated Certificate of Incorporation to effect a reverse stock-split of the Registrant s common stock at a reverse stock split ratio of 1-for-3 (the Reverse Stock Split). The Registrant s shareholders approved the Reverse Stock Split by the following vote:

| For | Against | Abstentions |
|------------|-----------|-------------|
| 48,566,572 | 5,440,049 | 5,106 |

ITEM 7.01. REGULATION FD DISCLOSURE.

On October 28, 2010, the Registrant will host a conference call to discuss its preliminary operating results for its first fiscal quarter ended September 26, 2010. The slide package prepared for use by executive management for this presentation is attached hereto as Exhibit 99.2. All of the information in the presentation is presented as of October 28, 2010, and the Registrant does not assume any obligation to update such information in the future.

The information included in the preceding paragraph, as well as the exhibit referenced therein, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

ITEM 8.01. OTHER EVENTS.

On October 27, 2010, the Registrant issued a press release announcing its preliminary operating results for its first fiscal quarter ended September 26, 2010, which press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Pursuant to the approval by the Registrant's shareholders of the Reverse Stock Split as described above, the Registrant's Board of Directors has authorized the Registrant to file a certificate of amendment to its Restated Certificate of Incorporation implementing the Reverse Stock Split, which is anticipated to be effective November 3, 2010.

The Registrant's common stock, which currently trades on the New York Stock Exchange Inc. (the NYSE), is expected to trade on the NYSE on a post-split basis when the markets open on the business day immediately following the day on which the Reverse Stock Split is effective. The post-split shares would continue to trade on the NYSE under the symbol UFI but would be assigned a new CUSIP number.

Forward Looking Statements

Certain statements included herein contain forward-looking statements within the meaning of federal securities laws with respect to the expected effectiveness of the Reverse Stock Split that are based on management's current expectations and estimates. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions, which are difficult to predict and often beyond the Registrant's control. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in, or implied by, such forward-looking statements. The Registrant undertakes no obligation to update publicly any of these forward-looking statements to reflect new information, future events or otherwise. Factors that may cause the actual outcome and results to differ materially from those expressed in, or implied by, these forward-looking statements include, but are not necessarily limited to, the ability to obtain government approvals related to the filing of the Registrant's amendment to its Restated Certificate of Incorporation, approval by the NYSE of the Registrant's listing application covering the post-split shares, or general domestic and international economic and industry conditions in the markets where the Registrant competes.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

| EXHIBIT NO. | DESCRIPTION OF EXHIBIT |
|----------------|--|
| 99.1 | Press Release dated October 27, 2010 with respect to the Registrant's preliminary operating results for its fiscal quarter ended September 26, 2010. |
| 99.2 | Slide Package prepared for use in connection with the Registrant's conference call to be held on October 28, 2010. |

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.

UNIFI, INC.

By: /s/ CHARLES F. MCCOY
Charles F. McCoy
Vice President, Secretary and General
Counsel

Dated: October 28, 2010

INDEX TO EXHIBITS

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