INTERFACE INC
Form 10-K
March 02, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF

THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended January 1, 2017

Commission File No.: 001-33994

Interface, Inc.

(Exact name of registrant as specified in its charter)

Georgia	**58-1451243**
(State of incorporation)	*(I.R.S. Employer Identification No.)*
2859 Paces Ferry Road, Suite 2000	
Atlanta, Georgia	**30339**
(Address of principal executive offices)	*(zip code)*

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

Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class	**Name of Each Exchange on Which Registered:**
Common Stock, $0.10 Par Value Per Share	Nasdaq Global Select Market
Series B Participating Cumulative Preferred Stock Purchase Rights	Nasdaq Global Select Market

Securities Registered Pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES NO

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

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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Date File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or 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, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and a "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934. (Check one):

Large Accelerated Filer Accelerated Filer Non-Accelerated Filer Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
YES NO

Aggregate market value of the voting and non-voting stock held by non-affiliates of the registrant as of July 1, 2016: $1,199,061,440 (63,275,010 shares valued at the closing sale price of $15.42 on July 1, 2016). See Item 12.

Number of shares outstanding of each of the registrant’s classes of Common Stock, as of February 17, 2017:

Class	Number of Shares
Common Stock, $0.10 par value per share	64,230,649

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for the 2017 Annual Meeting of Shareholders are incorporated by reference into Part III.

TABLE OF CONTENTS

Table of Contents

PART I

ITEM 1. BUSINESS

Introduction and General

References in this Annual Report on Form 10-K to "Interface," "the Company," "we," "our," "ours" and "us" refer to Interf Inc. and its subsidiaries or any of them, unless the context requires otherwise.

We are a worldwide leader in design, production and sales of modular carpet, also known as carpet tile. For the past several years, modular carpet sales growth in the floorcovering industry has significantly outpaced the growth of the overall industry, as architects, designers and end users increasingly recognized the unique and superior attributes of modular carpet, including its dynamic design capabilities, greater economic value (which includes lower costs as a result of reduced waste in both installation and replacement), and installation ease and speed.

As a global company with a reputation for high quality, reliability and premium positioning, we market modular carpet in over 110 countries under the established brand names *Interface*® and *FLOR*®. Our principal geographic markets are the Americas, Europe and Asia-Pacific, where the percentages of our total net sales were approximately 59%, 25% and 16%, respectively, for fiscal year 2016.

Capitalizing on our leadership in modular carpet for the corporate office market segment, we are executing a market diversification strategy to increase our presence and market share for modular carpet in non-corporate office market segments, such as government, education, healthcare, hospitality and retail space. Our diversification strategy also targets the U.S. residential market segment for carpet. As a result of our efforts, our mix of corporate office versus non-corporate office modular carpet sales in the Americas was 44% and 56%, respectively, for 2016. Company-wide, our mix of corporate office versus non-corporate office sales was 59% and 41%, respectively, in 2016. We believe the appeal and utilization of modular carpet is growing in non-corporate office market segments, and we are using our considerable skills and experience with designing, producing and marketing modular products that make us the market leader in the corporate office segment to support and facilitate our penetration into these segments around the world.

Our Strengths

Our principal competitive strengths include:

Market Leader in Attractive Modular Carpet Segment. We are the world's leading manufacturer of carpet tile. Modular carpet has become more prevalent across all commercial interiors markets as designers, architects and end users have become more familiar with its unique attributes. We continue to drive this trend with our product innovations and designs discussed below. According to the annual *Floor Focus* interiors industry survey of the top 250 designers in the United States, carpet tile was ranked as the number one "hot product" for each of the years 2002 through 2012, and was ranked number two for each of the years 2013 through 2016. We believe that we are well positioned to lead and capitalize upon the continued shift to modular carpet, both domestically and around the world.

Established Brands and Reputation for Quality, Reliability and Leadership. Our products are known in the industry for their high quality, reliability and premium positioning in the marketplace, and our established brand names are leaders in the industry. The 2016 *Floor Focus* survey ranked Interface first in "Best Overall Business Experience" among carpet companies, and it ranked our *Interface* brand second in the survey categories of service, quality, design and performance. In the North American residential market segment, our *FLOR* brand is known for its high style carpet design squares that consumers assemble to create custom rugs, runners or wall-to-wall designs in the home. On the international front, *Interface* is a well-recognized brand name in carpet tiles for commercial and institutional use. More generally, we believe that as the appeal and utilization of modular carpet continues to expand into market segments such as government, healthcare, education, hospitality, and retail and residential space, our reputation as the pioneer of modular carpet — as well as our established brands and leading market position for modular carpet in the corporate office segment — will enhance our competitive advantage in marketing to the customers in these new markets.

Innovative Product Design and Development Capabilities. Our product design and development capabilities have long given us a significant competitive advantage, and we believe they continue to do so as modular carpet's appeal and utilization expand across virtually every market segment and around the globe. One of our recent design innovations is the introduction of long and narrow rectangular carpet tiles in the shape of planks, and even more narrow versions known as *Skinny Planks*™. The use of planks and *Skinny Planks* increases the design versatility of our carpet tile, as these products can create aesthetics (such as a herringbone pattern) that are different from, or enhance, that of our traditional square carpet tiles.

Table of Contents

The award-winning design firm David Oakey Designs has had a pivotal role in developing our plank and *Skinny Plank* products, as well as many of our other innovative product designs, and our long-standing exclusive relationship with David Oakey Designs remains vibrant and augments our internal research, development and design staff. As another example, David Oakey Designs has developed products that are manufactured using state-of-the-art tufting technology which allows us to pinpoint tufts of different colored yarns in virtually any arrangement within a carpet tile. These unique designs are best exemplified by our *Urban Retreat*®, *Net Effect*® and *Human Nature*® collections, which are sold throughout our international operations.

Historically, one of our best design innovations is our *i2*™ modular product line, which includes our popular *Entropy*® product for which we received a patent in 2005 on the key elements of its design. The *i2* line introduced and features mergeable dye lots, and includes a number of carpet tile products that are designed to be installed randomly without reference to the orientation of neighboring tiles. The *i2* line offers cost-efficient installation and maintenance, interactive flexibility, and recycled and recyclable materials. Another more recent innovation is our *TacTiles*® carpet tile installation system, which uses small squares of adhesive plastic film to connect intersecting carpet tiles, thus eliminating the need for traditional carpet adhesive and resulting in a reduction in installation time and waste materials.

Made-to-Order and Global Manufacturing Capabilities. We have a distinct competitive advantage in meeting two principal requirements of the specified products markets we primarily target — that is, providing custom samples quickly and on-time delivery of customized final products. We also can generate realistic digital samples that allow us to create a virtually unlimited number of new design concepts and distribute them instantly for customer review, while at the same time reducing sampling waste. About half of our modular carpet products worldwide are made-to-order. Our made-to-order capabilities not only enhance our marketing and sales, they significantly improve our inventory turns. Our global manufacturing capabilities in modular carpet production are an important component of this strength, and give us an advantage in serving the needs of multinational corporate customers that require products and services at various locations around the world. Our manufacturing locations across four continents enable us to compete effectively with local producers in our international markets, while giving international customers more favorable delivery times and freight costs.

Recognized Global Leadership in Ecological Sustainability. Our long-standing goal and commitment to be ecologically “sustainable” — that is, the point at which we are no longer a net “taker” from the earth and do no harm to the biosphere — have emerged as a competitive strength for our business and remain a strategic initiative. It includes *Mission Zero*®, our global branding initiative, which represents our mission to eliminate any negative impact our companies may have on the environment by the year 2020. It also includes a bold new mission called *Climate Take Back*™, in which we seek to lead the industry in designing and making products in ways that will maintain a climate fit for life. Our acknowledged leadership position and expertise in this area resonate deeply with many of our customers and prospects around the globe, and provide us with a differentiating advantage in competing for business among architects, designers and end users of our products, who often make purchase decisions based on “green” factors. The 2016 *Floor Focus* survey named our Interface business the top among “Green Leaders,” and gave us the top “Green Kudos” honors for our *Net-Works*® recycled fishing net partnership as well as our new *Climate Take Back* mission.

Experienced and Motivated Management and Sales Force. An important component of our competitive position is the quality of our management team and its commitment to developing and maintaining an engaged and accountable workforce. Our team is highly skilled and dedicated to guiding our overall growth and expansion into our targeted market segments, while maintaining our leadership in traditional markets and our high contribution margins. We utilize an internal marketing and predominantly commissioned sales force of more than 650 experienced personnel, stationed at over 70 locations in over 30 countries, to market our products and services in person to our customers. Our incentive compensation and our sales and marketing training programs are tailored to promote performance and facilitate leadership by our executives both in strategic areas as well as the Company as a whole.

Our Business Strategy and Principal Initiatives

Our business strategy is to continue to use our leading position in modular carpet and our product design and global made-to-order capabilities as a platform from which to drive acceptance of modular carpet products across several industry segments, while maintaining our leadership position in the corporate office market segment. We will seek to increase revenues and profitability by capitalizing on the above strengths and pursuing the following key strategic initiatives:

Continue to Penetrate Non-Corporate Office Market Segments. We will continue our strategic focus on product design and marketing and sales efforts for non-corporate office market segments such as government, education, healthcare, hospitality, retail and residential space. We began this initiative as part of a market diversification strategy to reduce our exposure to the more severe economic cyclicality of the corporate office segment, and it has become a principal strategy generally for growing our business and enhancing profitability. To implement this strategy, we:

- introduced specialized product offerings tailored to the unique demands of these segments, including specific designs, functionalities and prices;
- created special sales teams dedicated to penetrating these segments at a high level, with a focus on specific customer accounts rather than geographic territories; and
- realigned incentives for our corporate office segment sales force generally in order to encourage their efforts, and where appropriate, to assist our penetration of these other segments.

As part of this strategy, our *FLOR* line of products focuses on the U.S. residential carpet and rugs market segment. These products were specifically created to bring high style modular carpet and rugs to the North American residential market. Historically, we offered *FLOR* in three primary sales channels – catalogs, the Internet, and in our *FLOR* retail stores. In the fourth quarter of 2016, we adopted a restructuring plan that includes the closure of *FLOR*'s headquarters office and most retail *FLOR* stores. When the restructuring plan is completed, *FLOR* will focus on internet sales as well as crossover sales by our commercial sales force.

Penetrate Expanding Geographic Markets for Modular Products. The popularity of modular carpet continues to increase compared with other floorcovering products across most markets, internationally as well as in the United States. While maintaining our leadership in the corporate office segment, we will continue to build upon our position as the worldwide leader for modular carpet in order to promote sales in all market segments globally. A principal part of our international focus – which utilizes our global marketing capabilities and sales infrastructure – is the significant opportunities in several emerging geographic markets for modular carpet. These emerging markets, such as China, India and Eastern Europe, represent large and growing economies that are essentially new markets for modular carpet products. Other expanding geographic markets, such as Germany and Italy, are established markets that are transitioning to the use of modular carpet from historically low levels of penetration. Each of these geographic markets represents a significant growth opportunity for our modular carpet business.

Continue to Minimize Expenses and Invest Strategically. We have steadily trimmed costs from our operations for several years through multiple initiatives, which have made us leaner today and for the future. Our supply chain and other cost containment initiatives have improved our cost structure and yielded operating efficiencies. While we still seek to minimize our expenses in order to increase profitability, we will also take advantage of strategic opportunities to invest in systems, processes and personnel that can help us grow our business and increase profitability and value.

Sustain Leadership in Product Design and Development. As discussed above, our leadership position for product design and development is a competitive advantage and key strength. Our plank, *Skinny Plank*, and *i2* products and *TacTiles* installation system have confirmed our position as an innovation leader in modular carpet. We will continue initiatives to sustain, augment and capitalize upon that strength to continue to increase our market share in targeted market segments. Our *Mission Zero* and *Climate Take Back* initiatives, which draw upon and promote our ecological sustainability commitment, are part of those initiatives and include placing our *Mission Zero* and *Climate Take Back* logos on many of our marketing and merchandising materials distributed throughout the world.

Use Strong Free Cash Flow Generation to Strengthen Our Balance Sheet. Our principal business has been structured – including through our rationalization and repositioning initiatives – to yield high contribution margins and generate strong free cash flow (by which we mean cash available to apply towards debt service and potential stock repurchases, strategic acquisitions and the like). Our historical investments in global manufacturing capabilities and mass customization techniques and facilities, which we have maintained, also contribute to our ability to generate substantial levels of free cash flow. We expect to use our strong free cash flow generation capability to potentially repurchase shares and strengthen our financial position, or re-invest in our operations. We will also continue to execute programs to reduce costs further and enhance free cash flow. In addition, our existing capacity to increase production levels without significant capital expenditures will further enhance our generation of free cash flow as demand for our products rises.

Table of Contents

Challenges

In order to capitalize on our strengths and to implement successfully our business strategy and the principal initiatives discussed above, we will have to handle successfully several challenges that confront us or that affect our industry in general. As discussed in the Risk Factors in Item 1A of this Report, several factors could make it difficult for us, including:

- sales of our principal products have been and may continue to be affected by adverse economic cycles in the renovation and construction of commercial and institutional buildings;
- we compete with a large number of manufacturers in the highly competitive commercial floorcovering products market, and some of these competitors have greater financial resources than we do;
- our success depends significantly upon the efforts, abilities and continued service of our senior management executives and our principal design consultant, and our loss of any of them could affect us adversely;
- our substantial international operations are subject to various political, economic and other uncertainties that could adversely affect our business results;
- large increases in the cost of petroleum-based raw materials could adversely affect us if we are unable to pass these cost increases through to our customers;
- unanticipated termination or interruption of any of our arrangements with our primary third party suppliers of synthetic fiber could have a material adverse effect on us; and
- we have a significant amount of indebtedness, which could have important negative consequences to us.

We believe our business model is strong enough, and our strategic initiatives are properly calibrated, for us to handle these and other challenges we will encounter in our business.

Seasonality

Historically, our first quarter has typically been our slowest quarter while our fourth quarter has typically been our best quarter, with sales generally increasing throughout the course of the fiscal year. However, in recent years, as our sales efforts and results in the education market segment (which has a heavy buying season in the summer months) have increased and currency fluctuations have impacted us, our third quarter sales have been the highest.

Our Products and Services

Modular Carpet

Interface is the world’s largest manufacturer and marketer of modular carpet. Our modular carpet system, which is marketed under the established global brands *Interface* and *FLOR,* utilizes carpet tiles cut in precise, dimensionally stable squares (usually 50 cm x 50 cm) or rectangles (such as planks and *Skinny Planks*) to produce a floorcovering that combines the appearance and texture of traditional soft floorcovering with the advantages of a modular carpet system. Our *GlasBac*® technology employs a fiberglass-reinforced polymeric composite backing that provides dimensional stability and reduces the need for adhesives or fasteners. We also make carpet tiles with a backing containing post-industrial and/or post-consumer recycled materials, which we market under the *GlasBacRE* brand. In addition, we make carpet tile with yarn containing varying degrees of post-consumer nylon, depending on the style and color.

Our carpet tile has become popular for a number of reasons. Carpet tile incorporating our reinforced backing may be easily removed and replaced, permitting rearrangement of furniture without the inconvenience and expense associated with removing, replacing or repairing other soft surface flooring products, including broadloom carpeting. Because a relatively small portion of a carpet installation often receives the bulk of traffic and wear, the ability to rotate carpet tiles between high traffic and low traffic areas and to selectively replace worn tiles can significantly increase the average life and cost efficiency of the floorcovering. In addition, carpet tile facilitates access to sub-floor air delivery systems and telephone, electrical, computer and other wiring by lessening disruption of operations. It also eliminates the cumulative damage and unsightly appearance commonly associated with frequent cutting of conventional carpet as utility connections and disconnections are made. We believe that, within the overall floorcovering market, the worldwide demand for modular carpet is increasing as more customers recognize these advantages.

Table of Contents

We use a number of conventional and technologically advanced methods of carpet construction to produce carpet tiles in a wide variety of colors, patterns, textures, pile heights and densities. These varieties are designed to meet both the practical and aesthetic needs of a broad spectrum of commercial interiors – particularly offices, healthcare facilities, airports, educational and other institutions, hospitality spaces, and retail facilities – and residential interiors. Our carpet tile systems permit distinctive styling and patterning that can be used to complement interior designs, to set off areas for particular purposes and to convey graphic information. While we continue to manufacture and sell a substantial portion of our carpet tile in standard styles, most of our modular carpet sales in the Americas and Asia-Pacific are custom or made-to-order products designed to meet customer specifications.

In addition to general uses of our carpet tile, we produce and sell a specially adapted version of our carpet tile for the healthcare facilities market. Our carpet tile possesses characteristics — such as the use of the *Intersept*® antimicrobial, static-controlling nylon yarns, and thermally pigmented, colorfast yarns — which make it suitable for use in these facilities in place of hard surface flooring. Moreover, we launched our *FLOR* line of products to specifically target modular carpet sales to the residential market segment. We also have created modular carpet products (some of which are part of our *i2* product line) specifically designed for each of the education, hospitality and retail market segments.

We also manufacture and sell two-meter roll goods that are structure-backed and offer many of the advantages of both carpet tile and broadloom carpet. These roll goods are often used in conjunction with carpet tiles to create special design effects. Our current principal customers for these products are in the education, healthcare and government market segments.

Modular Resilient Flooring

In 2016, we began offering a category of products that we call "modular resilient flooring", and our first product introductions into this category were luxury vinyl tile ("LVT") products in a four-city test market in the U.S. We recognize that our customers are buying multiple flooring types to service individual projects, while also looking to partner with fewer suppliers that can offer more products and services. In the annual *Floor Focus* survey described above, LVT has been ranked as the number one "hot product" each of the past four years. Expanding our product portfolio to include modular resilient flooring, and specifically LVT, allows us to meet this growing demand and pursue new or incremental sales opportunities. LVT also shares many of the same attributes and benefits with carpet tile, and we were able to leverage our experience in modular carpet tile in designing a product specification to meet our aesthetic and performance standards. We also selected a reputable third party to manufacture the products to our specifications, thus allowing us to enter the product category with minimal capital commitments.

In 2017, we plan to launch our LVT products globally, beginning with the Level Set™ Collection which includes 36 styles of tiles with printed top layers in a variety of aesthetic looks, including natural woodgrains and stones, textured woodgrains, and patterns. These products are modular and come in sizes that match certain of our modular carpet planks and squares. They also are engineered to the same height as our modular carpet, which means better coverage of irregularities in the sub-floor, lower sound transference from floor to floor, and the ability to install our LVT and modular carpet products side by side without transition strips or layering. In addition, the Level Set Collection is constructed with the same type of backing as our carpet tiles and can be installed with our TacTiles installation system.

Other Products and Services

We sell a proprietary antimicrobial chemical compound under the registered trademark *Intersept* that we incorporate in all of our modular carpet products and have licensed to another company for use in air filters. We also sell our *TacTiles* carpet tile installation system, along with a variety of traditional adhesives and products for carpet installation and maintenance that are manufactured by a third party. In addition, we continue to manufacture and sell our *Intercell*® brand raised/access flooring product in Europe. We also continue to provide “turnkey” project management services for national accounts and other large customers through our *InterfaceSERVICES*™ business.

In August 2012, we sold our Bentley Prince Street broadloom carpet business segment to a third party. This business designed, manufactured and marketed high-end, designer-oriented broadloom and modular carpet for commercial and residential markets. As a result of this sale, we no longer have a presence in the broadloom carpet market.

Marketing and Sales

We have traditionally focused our carpet marketing strategy on major accounts, seeking to build lasting relationships with national and multinational end-users, and on architects, engineers, interior designers, contracting firms, and other specifiers who often make or significantly influence purchasing decisions. While most of our sales are in the corporate office segment, both new construction and renovation, we also emphasize sales in other segments, including retail space, government institutions, schools, healthcare facilities, tenant improvement space, hospitality centers, residences and home office space. Our marketing efforts are enhanced by the established and well-known brand names of our carpet products, including *Interface* and *FLOR.*

An important part of our marketing and sales efforts involves the preparation of custom-made samples of requested carpet designs, in conjunction with the development of innovative product designs and styles to meet the customer's particular needs. In most cases, we can produce samples to customer specifications in less than five days, which significantly enhances our marketing and sales efforts and has increased our volume of higher margin custom or made-to-order sales. In addition, through our websites, we have made it easy to view and request samples of our products. We also use technology which allows us to provide digital, simulated samples of our products, which helps reduce raw material and energy consumption associated with our samples.

We primarily use our internal marketing and sales force to market our carpet products. In order to implement our global marketing efforts, we have product showrooms or design studios in the United States, Canada, Mexico, Brazil, Denmark, England, France, Germany, Spain, the Netherlands, India, Australia, Norway, United Arab Emirates, Russia, Singapore, Hong Kong, Thailand, China and elsewhere. We expect to open offices in other locations around the world as necessary to capitalize on emerging marketing opportunities.

We distribute our products through two primary channels: (1) direct sales to end users; and (2) indirect sales through independent contractors or distributors. In each case, we may also call upon architects, engineers, interior designers, contracting firms and other specifiers who often make or substantially influence purchasing decisions.

Manufacturing

We manufacture carpet at two locations in the United States and at facilities in the Netherlands, the United Kingdom, Thailand, China and Australia.

Having foreign manufacturing operations enables us to supply our customers with carpet from the location offering the most advantageous delivery times, duties and tariffs, exchange rates, and freight expense, and enhances our ability to develop a strong local presence in foreign markets. We believe that the ability to offer consistent products and services on a worldwide basis at attractive prices is an important competitive advantage in servicing multinational customers seeking global supply relationships. We will consider additional locations for manufacturing operations in other parts of the world as necessary to meet the demands of customers in international markets.

Our raw materials are generally available from multiple sources – both regionally and globally – with the exception of synthetic fiber (nylon yarn). For yarn, we principally rely upon two major global suppliers, but we also have significant relationships with at least two other suppliers. Although our number of principal yarn suppliers is limited, we do have the capability to manufacture carpet using face fiber produced from two separate polymer feedstocks – nylon 6 and nylon 6,6 – which provides additional flexibility with respect to yarn supply inputs, if needed. Our global sourcing strategy, including with respect to our principal yarn suppliers and dual polymer manufacturing capability, allows us to help guard against any potential shortages of raw materials or raw material suppliers in a specific polymer supply chain.

We have a flexible-inputs carpet backing line, which we call "*Cool Blue*™", at our modular carpet manufacturing facility in LaGrange, Georgia. Using next generation thermoplastic technology, the custom-designed backing line dramatically improves our ability to keep reclaimed and waste carpet in the production "technical loop," and further permits us to explore other plastics and polymers as inputs. We also have technology that more cleanly separates the face fiber and backing of reclaimed and waste carpet, thus making it easier to recycle some of its components and providing a purer supply of inputs for the *Cool Blue* process. This technology, which is part of our *ReEntry®2.0* carpet reclamation program, allows us to send some of the reclaimed face fiber back to our fiber supplier to be blended with virgin or other post-industrial materials and extruded into new fiber.

The environmental management systems of our floorcovering manufacturing facilities in LaGrange, Georgia, West Point, Georgia, Northern Ireland, the Netherlands, Thailand, China and Australia are certified under International Standards Organization (ISO) Standard No. 14001.

Our significant international operations are subject to various political, economic and other uncertainties, including risks of restrictive taxation policies, foreign exchange restrictions, changing political conditions and governmental regulations. We also receive a substantial portion of our revenues in currencies other than U.S. dollars, which makes us subject to the risks inherent in currency translations. Although our ability to manufacture and ship products from facilities in several foreign countries reduces the risks of foreign currency fluctuations we might otherwise experience, we also engage from time to time in hedging programs intended to further reduce those risks.

Table of Contents

Competition

We compete, on a global basis, in the sale of our modular carpet products with other carpet manufacturers and manufacturers of vinyl and other types of floorcoverings, including broadloom carpet. Although the industry has experienced significant consolidation, a large number of manufacturers remain in the industry. We believe we are the largest manufacturer of modular carpet in the world. However, a number of domestic and foreign competitors manufacture modular carpet as one segment of their business, and some of these competitors have financial resources greater than ours. In addition, some of the competing carpet manufacturers have the ability to extrude at least some of their requirements for fiber used in carpet products, which decreases their dependence on third party suppliers of fiber.

We believe the principal competitive factors in our primary floorcovering markets are brand recognition, quality, design, service, broad product lines, product performance, marketing strategy and pricing. In the corporate office market segment, modular carpet competes with various floorcoverings, of which broadloom carpet is the most common. We believe the quality, service, design, better and longer average product performance, flexibility (design options, selective rotation or replacement, use in combination with roll goods) and convenience of our modular carpet are our principal competitive advantages.

We believe we have competitive advantages in several other areas as well. First, having both an internal design staff as well as our relationship with David Oakey Designs allows us to introduce numerous innovative and attractive carpet tile products to our customers. Additionally, we believe that our global manufacturing capabilities are an important competitive advantage in serving the needs of multinational corporate customers. We believe that the incorporation of the *Intersept* antimicrobial chemical agent into the backing of our modular carpet enhances our ability to compete successfully across all of our market segments generally, and specifically with resilient tile in the healthcare market.

In addition, we believe that our goal and commitment to be ecologically “sustainable” by 2020 is a brand-enhancing, competitive strength as well as a strategic initiative. Our customers are concerned about the environmental and broader ecological implications of their operations and the products they use in them. Our leadership, knowledge and expertise in the area, especially in the “green building” movement and related environmental certification programs, resonate deeply with many of our customers and prospects around the globe. Our modular carpet products historically have had inherent installation and maintenance advantages that translated into greater efficiency and waste reduction. We are using raw materials and production technologies, such as our *Cool Blue* backing line and our *ReEntry 2.0* reclaimed carpet separation process, that directly reduce the adverse impact of those operations on the environment and limit our dependence on petrochemicals.

Product Design, Research and Development

We maintain an active research, development and design staff of approximately 80 people and also draw on the research and development efforts of our suppliers, particularly in the areas of fibers, yarns and modular carpet backing materials. Our research and development costs were $14.3 million, $14.5 million and $13.9 million in 2016, 2015, and 2014, respectively.

Our research and development team provides technical support and advanced materials research and development for us. The team assisted in the development of our *NexStep*® backing, which employs moisture-impervious polycarbite precoating technology with a chlorine-free urethane foam secondary backing, and also helped develop a post-consumer recycled content, polyvinyl chloride, or PVC, extruded sheet process that has been incorporated into our *GlasBacRE* modular carpet backing. Our post-consumer recycled content PVC extruded sheet exemplifies our commitment to “closing-the-loop” in recycling. More recently, this team developed our *TacTiles* carpet tile installation system, which uses small squares of adhesive plastic film to connect intersecting carpet tiles. The team also helped implement our *Cool Blue* flexible inputs backing line and our *ReEntry 2.0* reclaimed carpet separation technology and post-consumer recycling technology for nylon face fibers. With a goal of supporting sustainable product designs in floorcoverings applications, we continue to evaluate renewable polymers for use in our products.

Our research and development team also is the coordinator of our QUEST and EcoSense initiatives (discussed below under “Environmental Initiatives”) and supports the dissemination, consultancies and technical communication of our global sustainability endeavors. This team also provides all biochemical and technical support to *Intersept* antimicrobial chemical product initiatives.

Innovation and increased customization in product design and styling are the principal focus of our product development efforts, and this focus has led to several design breakthroughs such as our plank and *Skinny Plank* products, as well as our i2 product line. Our carpet design and development team is recognized as an industry leader in carpet design and product engineering for the commercial and institutional markets.

David Oakey Designs provides carpet design and consulting services to us pursuant to a consulting agreement, and this firm augments our internal research, development and design staff. David Oakey Designs’ services under the agreement include creating commercial carpet designs for use by our modular carpet businesses throughout the world, and overseeing product development, design and coloration functions for our modular carpet business in North America. The agreement can be terminated by either party upon six months prior written notice to the other party. David Oakey Designs also contributed to our ability to efficiently produce many products from a single yarn system. Our mass customization production approach evolved, in major part, from this concept. In addition to increasing the number and variety of product designs, which enables us to increase high margin custom sales, the mass customization approach increases inventory turns and reduces inventory levels (for both raw materials and standard products) and their related costs because of our more rapid and flexible production capabilities.

Table of Contents

Environmental Initiatives

In the latter part of 1994, we commenced a new industrial ecological sustainability initiative called EcoSense, inspired in part by the interest of customers concerned about the environmental implications of how they and their suppliers do business. EcoSense, which includes our QUEST waste reduction initiative, is directed towards the elimination of energy and raw materials waste in our businesses, and, on a broader and more long-term scale, the practical reclamation — and ultimate restoration — of shared environmental resources. The initiative involves a commitment by us:

- to learn to meet our raw material and energy needs through recycling of carpet and other petrochemical products and harnessing benign energy sources; and
- to pursue the creation of new processes to help sustain the earth's non-renewable natural resources.

We have engaged some of the world's leading authorities on global ecology as environmental advisors. The list of advisors includes: Paul Hawken, author of *The Ecology of Commerce: A Declaration of Sustainability* and *The Next Economy,* and co-author of *Natural Capitalism: Creating the Next Industrial Revolution;* Amory Lovins, energy consultant and co-founder of the Rocky Mountain Institute; John Picard, President of E2 Environmental Enterprises; Bill Browning, fellow and former director of the Rocky Mountain Institute's Green Development Services; Janine M. Benyus, author of *Biomimicry*; and Bob Fox, renowned architect.

As more customers in our target markets share our view that sustainability is good business and not just good deeds, our acknowledged leadership position should strengthen our brands and provide a differentiated advantage in competing for business. To further raise awareness of our goal of becoming sustainable, we launched our *Mission Zero* global branding initiative, which represents our mission to eliminate any negative impact our companies may have on the environment by the year 2020. In 2016, we launched the *Climate Take Back* initiative, in which we seek to lead industry in designing and making products in ways that will maintain a climate fit for life. Our *Mission Zero* and *Climate Take Back* logos appear on many of our marketing and merchandising materials distributed throughout the world.

A high point in our pursuit of sustainability is our partnership with the Zoological Society of London on a program called *Net-Works*®. Together we are working with communities in the Philippines to collect discarded fishing nets that are damaging a large coral reef, and diverting them to our yarn supplier where they are recycled into new carpet fiber. *Net-Works* provides a source of income for members of these communities in the Philippines, while also cleaning up the beaches and waters where they live and work. Our *Net Effect* Collection of carpet tile products, among others, contains yarn that is partly made from the recycled fishing nets collected through the *Net-Works* program. Through 2016, this program has collected more than 125 tons of discarded fishing nets. *Net-Works* is a big step in redesigning our supply chain from a linear take-make-waste process toward a closed loop system, and it advances our ultimate goal of becoming a restorative enterprise.

Backlog

Our backlog of unshipped orders was approximately $107.8 million at February 12, 2017, compared with approximately $111.4 million at February 14, 2016. Historically, backlog is subject to significant fluctuations due to the timing of orders for individual large projects and currency fluctuations. All of the backlog orders at February 12, 2017 are expected to be shipped during the succeeding six to nine months.

Patents and Trademarks

We own numerous patents in the United States and abroad on floorcovering products and on manufacturing processes. The duration of United States patents is between 14 and 20 years from the date of filing of a patent application or issuance of the patent; the duration of patents issued in other countries varies from country to country. We maintain an active patent and trade secret program in order to protect our proprietary technology, know-how and trade secrets. Although we consider our patents to be very valuable assets, we consider our know-how and technology even more important to our current business than patents, and, accordingly, believe that expiration of existing patents or nonissuance of patents under pending applications would not have a material adverse effect on our operations.

We also own many trademarks in the United States and abroad. In addition to the United States, the primary jurisdictions in which we have registered our trademarks are the European Union, Canada, Australia, New Zealand, Japan, and various countries in Central America, South America and Asia. Some of our more prominent registered trademarks include: *Interface, FLOR, Intersept, GlasBac, Mission Zero,* and *Net-Works.* Trademark registrations in the United States are valid for a period of 10 years and are renewable for additional 10-year periods as long as the mark remains in actual use. The duration of trademarks registered in other jurisdictions varies.

Financial Information by Operating Segments and Geographic Areas

The Notes to Consolidated Financial Statements appearing in Item 8 of this Report set forth information concerning our sales and long-lived assets by geographic areas, which are also our operating segments. Following the sale of Bentley Prince Street, we have only one reporting segment. Current and prior periods have been reclassified to include the results of operations and related disposal costs, gains and losses for the Bentley Prince Street business as discontinued operations. In addition, assets and liabilities of the Bentley Prince Street business have been reported in assets and liabilities held for sale for all reported periods.

Employees

At January 1, 2017, we employed a total of 3,278 employees worldwide. Of such employees, 1,962 were clerical, staff, sales, supervisory and management personnel and 1,316 were manufacturing personnel. We also utilized the services of 283 temporary personnel as of January 1, 2017.

Some of our production employees in Australia and the United Kingdom are represented by unions. In the Netherlands, a Works Council, the members of which are Interface employees, is required to be consulted by management with respect to certain matters relating to our operations in that country, such as a change in control of Interface Europe B.V. (our modular carpet subsidiary based in the Netherlands), and the approval of the Council is required for some of our actions, including changes in compensation scales or employee benefits. Our management believes that its relations with the Works Council, the unions and all of our employees are good.

Environmental Matters

Our operations are subject to laws and regulations relating to the generation, storage, handling, emission, transportation and discharge of materials into the environment. The costs of complying with environmental protection laws and regulations have not had a material adverse impact on our financial condition or results of operations in the past and are not expected to have a material adverse impact in the future. The environmental management systems of our floorcovering manufacturing facilities in LaGrange, Georgia, West Point, Georgia, Northern Ireland, the Netherlands, Thailand, China and Australia are certified under ISO Standard No. 14001.

Executive Officers of the Registrant

Our executive officers, their ages as of January 1, 2017, and their principal positions with us are set forth below. Executive officers serve at the pleasure of the Board of Directors.

Name	Age	Principal Position(s)
Daniel T. Hendrix	62	Chairman and Chief Executive Officer
Jay D. Gould	57	President and Chief Operating Officer
Robert A. Coombs	58	Senior Vice President (President - Asia-Pacific)
David B. Foshee	46	Vice President, General Counsel and Secretary
Matthew J. Miller	48	Vice President (President - Americas)
Kathleen R. Owen	53	Vice President and Chief Human Resources Officer
J. Chadwick Scales	53	Vice President and Chief Marketing, Innovation & Design Officer
Nigel Stansfield	49	Vice President (President - Europe)

Mr. Hendrix joined us in 1983 after having worked previously for a national accounting firm. He was promoted to Treasurer in 1984, Chief Financial Officer in 1985, Vice President-Finance in 1986, Senior Vice President in October 1995, Executive Vice President in October 2000, and President and Chief Executive Officer in July 2001. He was elected to the Board in October 1996 and has served on the Executive Committee of the Board since July 2001. In October 2011, Mr. Hendrix was elected as Chairman of the Board of Directors. Mr. Hendrix currently serves as the Company’s principal financial officer while it searches for a Chief Financial Officer. As previously disclosed, Mr. Hendrix intends to retire from the role of Chief Executive Officer, effective March 3, 2017, after which he will remain a Director of the Company and continue to serve as non-executive Chairman. He also will continue to serve as the Company’s interim principal financial officer while the Company seeks to fill the position with a permanent appointment.

Mr. Gould joined us as Executive Vice President and Chief Operating Officer in January 2015, and was promoted to President and Chief Operating Officer in January 2016. From 2012 to January 2015, Mr. Gould was the Chief Executive Officer of American Standard Brands, a kitchen and bath products company. Prior to his employment with American Standard Brands, Mr. Gould held senior executive roles at Newell Rubbermaid Inc., a global marketer of consumer and commercial products, serving as President of its Home & Family business group from 2008 to 2012 and President of its Parenting Essentials business group from 2006 to 2008. He also previously held executive level positions at The Campbell Soup Company (2002-2006) and The Coca-Cola Company (1995-2002). As previously disclosed, Mr. Gould has been appointed to succeed Mr. Hendrix as Chief Executive Officer, effective March 3, 2017.

Mr. Coombs originally worked for us from 1988 to 1993 as a marketing manager for our *Heuga* carpet tile operations in the United Kingdom and later for all of our European floorcovering operations. In 1996, Mr. Coombs returned to us as Managing Director of our Australian operations. He was promoted in 1998 to Vice President-Sales and Marketing, Asia-Pacific, with responsibility for Australian operations and sales and marketing in Asia, which was followed by a promotion to Senior Vice President, Asia-Pacific. He was promoted to Senior Vice President, European Sales, in May 1999 and Senior Vice President, European Sales and Marketing, in April 2000. In February 2001, he was promoted to President and Chief Executive Officer of Interface Overseas Holdings, Inc. with responsibility for all of our floorcoverings operations in both Europe and the Asia-Pacific region, and he became a Vice President of Interface. In September 2002, Mr. Coombs relocated back to Australia, retaining responsibility for our floorcovering operations in the Asia-Pacific region while another executive assumed responsibility for floorcovering operations in Europe. Mr. Coombs was promoted to Senior Vice President of Interface in July 2008.

Mr. Foshee, who previously practiced with an Atlanta-based international law firm, joined us in October 1999 as Associate Counsel. He was promoted to Assistant Secretary in April 2002, Senior Counsel in April 2006, Assistant Vice President in April 2007, Vice President in July 2012, Associate General Counsel in May 2014, and Secretary and General Counsel in January 2017.

Mr. Miller joined us in June 2015 as Vice President and Chief Strategy Officer, and became President of our Americas business in June 2016. He came to Interface from American Standard Brands, where he was Senior Vice President of Innovation and Strategy from April 2013 to May 2015. Mr. Miller also was an independent consultant to American Standard Brands from February 2012 to April 2013. Previously, he served as Global Vice President-Finance of the Juvenile Products Segment of Newell Rubbermaid Inc. from 2008 to 2011, and as Director of Strategy and Corporate Development for Newell Rubbermaid from 2006-2008. He also has worked with a number of other global organizations, including Kraft Foods and Zyman Group.

Ms. Owen joined us in June 2015 as Vice President and Chief Human Resources Officer. Ms. Owen is responsible for the development and oversight of human resources strategies and initiatives for talent management, organization development, learning, compensation, culture and diversity for Interface associates, globally. She came to Interface from Taylor Morrison Home Corporation, a $2.5 billion publicly traded North American real estate developer and home builder, where she served as Vice President of Human Resources from June 2005 to December 2014. Prior to that, she held several human resources positions with experience across the U.S. and Europe with companies including McKesson Technology Solutions, Check-Free Corporation and Lanier Worldwide.

Mr. Scales joined us in April 2016 as Vice President and Chief Innovation Officer with responsibility for the Company's innovation strategy and platforms globally. In August 2016, he also became responsible for the Company's marketing and design strategy, and was named Chief Marketing, Innovation and Design Officer. Prior to Interface, Mr. Scales served as Senior Vice President and General Manager for the Consumer Packaged Goods division of FOCUS Brands Inc. Prior to joining FOCUS Brands, Mr. Scales was Global Vice President of Marketing and Innovation for The Coca-Cola Company, and before that held a number of leadership positions with Unilever PLC.

Mr. Stansfield was the Operations Manager for Firth Carpets (our former European broadloom operations) at the time it was acquired by us in 1997. For two years following that acquisition, Mr. Stansfield served as Manufacturing Systems Manager, part of a global project team that designed and implemented MRP manufacturing software systems at seven of our manufacturing plants. In 1999, he returned to Firth Carpets as Operations Director. In 2002, he became a member of our European research and development team focusing on our sustainability initiatives, and in 2004, he became Product and Innovations Director for all of our European Operations. In 2010, he joined our European management team as Senior Vice President of Product, Design and Innovation, before being named Vice President and Chief Innovations Officer for the Company in March 2012. In December 2016, he became President of our business serving Europe, the Middle East and Africa.

Table of Contents

Available Information

We make available free of charge on or through our Internet website our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Our Internet address is http://www.interface.com. The SEC maintains a website that contains annual, quarterly and current reports, proxy statements and other information that issuers (including the Company) file electronically with the SEC. The SEC's website is http://www.sec.gov.

Interface, Inc. was incorporated in 1973 as a Georgia corporation.

Forward-Looking Statements

This report on Form 10-K contains "forward-looking statements" within the meaning of the Securities Act of 1933, the Securities Exchange Act of 1934, and the Private Securities Litigation Reform Act of 1995. Words such as "believes," "anticipates," "plans," "expects" and similar expressions are intended to identify forward-looking statements. Forward-looking statements include statements regarding the intent, belief or current expectations of our management team, as well as the assumptions on which such statements are based. Any forward-looking statements are not guarantees of future performance and involve a number of risks and uncertainties that could cause actual results to differ materially from those contemplated by such forward-looking statements. We undertake no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results over time. Important factors currently known to management that could cause actual results to differ materially from those in forward-looking statements include risks and uncertainties associated with economic conditions in the commercial interiors industry as well as the risks and uncertainties discussed below in Item 1A, "Risk Factors".

ITEM 1A. RISK FACTORS

You should carefully consider the following factors, in addition to the other information included in this Annual Report on Form 10-K and the other documents incorporated herein by reference, before deciding whether to purchase or sell our common stock. Any or all of the following risk factors could have a material adverse effect on our business, financial condition, results of operations and prospects.

Sales of our principal products have been and may continue to be affected by adverse economic cycles in the renovation and construction of commercial and institutional buildings.

Sales of our principal products are related to the renovation and construction of commercial and institutional buildings. This activity is cyclical and has been affected by the strength of a country's or region's general economy, prevailing interest rates and other factors that lead to cost control measures by businesses and other users of commercial or institutional space. The effects of cyclicality upon the corporate office segment tend to be more pronounced than the effects upon the institutional segment. Historically, we have generated more sales in the corporate office segment than in any other market. The effects of cyclicality upon the new construction segment of the market also tend to be more pronounced than the effects upon the renovation segment. These effects may recur and could be more pronounced if global economic conditions do not improve or are further weakened.

We compete with a large number of manufacturers in the highly competitive floorcovering products market, and some of these competitors have greater financial resources than we do.

The floorcovering industry is highly competitive. Globally, we compete for sales of floorcovering products with other carpet manufacturers and manufacturers of other types of floorcovering. Although the industry has experienced significant consolidation, a large number of manufacturers remain in the industry. Some of our competitors, including a number of large diversified domestic and foreign companies who manufacture modular carpet as one segment of their business, have greater financial resources than we do. Competing effectively may require us to make additional investments in our product development efforts, manufacturing facilities, distribution network and sales and marketing activities. Competitive forces may also result in pricing pressures, decreased demand for our products and the loss of market share.

Our success depends significantly upon the efforts, abilities and continued service of our senior management executives and our principal design consultant, and our loss of any of them could affect us adversely.

We believe that our success depends to a significant extent upon the efforts and abilities of our senior management executives. In addition, we rely significantly on the leadership that David Oakey of David Oakey Designs provides to our internal design staff. Specifically, David Oakey Designs provides product design/production engineering services to us under an exclusive consulting contract that contains non-competition covenants. Our agreement with David Oakey Designs can be terminated by either party upon six months prior written notice to the other party. The loss of any of these key persons could have an adverse impact on our business because each has a great deal of knowledge, training and experience in the carpet industry – particularly in the areas of sales, marketing, operations, product design and management – and could not easily or quickly be replaced.

Table of Contents

Our substantial international operations are subject to various political, economic and other uncertainties that could adversely affect our business results, including by restrictive taxation or other government regulation and by foreign currency fluctuations.

We have substantial international operations. In 2016, approximately half of our net sales and a significant portion of our production were outside the United States, primarily in Europe and Asia-Pacific. Our corporate strategy includes the expansion and growth of our international business on a worldwide basis. As a result, our operations are subject to various political, economic and other uncertainties, including risks of restrictive taxation policies, changing political conditions and governmental regulations. This includes, for example, the uncertainty surrounding the implementation and effect of the United Kingdom's June 2016 referendum in which voters approved the United Kingdom's exit from the European Union, including changes to the legal and regulatory framework that apply to the United Kingdom and its relationship with the European Union. We also make a substantial portion of our net sales in currencies other than U.S. dollars (approximately half of 2016 net sales), which subjects us to the risks inherent in currency translations. The scope and volume of our global operations make it impossible to eliminate completely all foreign currency translation risks as an influence on our financial results. In addition, political unrest, terrorist acts, military conflict and disease outbreaks have increased the risks of doing business abroad generally.

Concerns regarding the European sovereign debt crisis and market perceptions about the instability of the euro, the potential re-introduction of individual currencies within the Eurozone, the potential dissolution of the euro entirely, or the U.K. exiting the European Union, could adversely affect our business, results of operations or financial condition.

Following the European sovereign debt crisis that began in 2011, concerns still persist regarding the debt burden of certain countries using the euro as their currency (the "Eurozone") and their ability to meet future financial obligations, the overall stability of the euro and the suitability of the euro as a single currency given the diverse economic and political circumstances in individual Eurozone countries. Despite remedial efforts undertaken by the European Commission and others, these concerns have caused instability in the euro and could lead to the re-introduction of individual currencies in one or more Eurozone countries, or, in more extreme circumstances, the possible dissolution of the euro currency entirely. Should the euro dissolve entirely, the legal and contractual consequences for holders of euro-denominated obligations would be determined by laws in effect at such time. These potential developments, or market perceptions concerning these and related issues, could adversely affect the value of our euro-denominated assets and obligations or increase the risks of foreign currency fluctuations or cause the failure of hedging programs intended to reduce those risks. In addition, concerns over the effect of this financial crisis on financial institutions in Europe and globally could have an adverse impact on the capital markets generally, and more specifically on our ability and the ability of our customers, suppliers and lenders to finance our and their respective businesses, to access liquidity at acceptable financing costs, if at all, on the availability of supplies and materials, and on the demand for our products.

In addition, the results of a June 2016 referendum vote in the U.K. were in favor of the U.K. exiting the European Union (the "Brexit Vote"). The uncertainty leading up to and following the Brexit Vote has had a negative impact on our business and demand for our products in Europe, and particularly in the U.K. In addition, the Brexit Vote has had a detrimental effect, and could have further detrimental effects, on the value of either or both of the Euro and the British Pound Sterling, which could negatively impact our business (principally from the translation of sales and earnings in those foreign currencies into our reporting currency of U.S. dollars). Such a development could have other unpredictable adverse effects, including a material adverse effect on demand for office space and our carpet products in the U.K. and in Europe if a U.K. exit leads to economic difficulties in Europe.

Large increases in the cost of petroleum-based raw materials could adversely affect us if we are unable to pass these cost increases through to our customers.

Petroleum-based products comprise the predominant portion of the cost of raw materials that we use in manufacturing. While we attempt to match cost increases with corresponding price increases, continued volatility in the cost of petroleum-based raw materials could adversely affect our financial results if we are unable to pass through such price increases to our customers.

Unanticipated termination or interruption of any of our arrangements with our primary third party suppliers of synthetic fiber could have a material adverse effect on us.

The unanticipated termination or interruption of any of our supply arrangements with our current suppliers of synthetic fiber (nylon) could have a material adverse effect on us because we do not have the capability to manufacture our own fiber for use in our carpet products. If any of our supply arrangements with our primary suppliers of synthetic fiber is terminated or interrupted, we likely would incur increased manufacturing costs and experience delays in our manufacturing process (thus resulting in decreased sales and profitability) associated with shifting more of our synthetic fiber purchasing to another synthetic fiber supplier.

We have a significant amount of indebtedness, which could have important negative consequences to us.

Our significant indebtedness could have important negative consequences to us, including:

- making it more difficult for us to satisfy our obligations with respect to such indebtedness;

- increasing our vulnerability to adverse general economic and industry conditions;
- limiting our ability to obtain additional financing to fund capital expenditures, acquisitions or other growth initiatives, and other general corporate requirements;
- requiring us to dedicate a substantial portion of our cash flow from operations to interest and principal payments on our indebtedness, thereby reducing the availability of our cash flow to fund capital expenditures, acquisitions or other growth initiatives, and other general corporate requirements;
- limiting our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- placing us at a competitive disadvantage compared to our less leveraged competitors; and
- limiting our ability to refinance our existing indebtedness as it matures.

As a consequence of our level of indebtedness, a substantial portion of our cash flow from operations must be dedicated to debt service requirements. In addition, borrowings under our Syndicated Credit Facility have variable interest rates, and therefore our interest expenses will increase if the underlying market rates (upon which the variable interest rates are based) increase. The terms of our Syndicated Credit Facility also limit our ability and the ability of our subsidiaries to, among other things, incur additional indebtedness, pay dividends or make certain other restricted payments or investments in certain situations, consummate certain asset sales, enter into certain transactions with affiliates, create liens, merge or consolidate with any other person, or sell, assign, transfer, lease, convey or otherwise dispose of all or substantially all of our assets. They also require us to comply with certain other reporting, affirmative and negative covenants and meet certain financial tests. If we fail to satisfy these tests or comply with these covenants, a default may occur, in which case the lenders could accelerate the debt as well as any other debt to which cross-acceleration or cross-default provisions apply. Our Syndicated Credit Facility matures in October 2019. We cannot assure you that we would be able to renegotiate, refinance or otherwise obtain the necessary funds to satisfy these obligations.

It is important for you to consider that we have a significant amount of indebtedness. We cannot assure you that we will be able to renegotiate or refinance any of our debt on commercially reasonable terms, or at all. If we are unable to refinance our debt or obtain new financing, we would have to consider other options, such as selling assets to meet our debt service obligations and other liquidity needs, or using cash, if available, that would have been used for other business purposes.

The market price of our common stock has been volatile and the value of your investment may decline.

The market price of our common stock has been volatile in the past and may continue to be volatile going forward. Such volatility may cause precipitous drops in the price of our common stock on the Nasdaq Global Select Market and may cause your investment in our common stock to lose significant value. As a general matter, market price volatility has had a significant effect on the market values of securities issued by many companies for reasons unrelated to their operating performance. We thus cannot predict the market price for our common stock going forward.

Our earnings in a future period could be adversely affected by non-cash adjustments to goodwill, if a future test of goodwill assets indicates a material impairment of those assets.

As prescribed by accounting standards governing goodwill and other intangible assets, we undertake an annual review of the goodwill asset balance reflected in our financial statements. Our review is conducted during the fourth quarter of the year, unless there has been a triggering event prescribed by applicable accounting rules that warrants an earlier interim testing for possible goodwill impairment. In the past, we have had non-cash adjustments for goodwill impairment as a result of such testings ($61.2 million in 2008 and $44.5 million in 2007). A future goodwill impairment test may result in a future non-cash adjustment, which could adversely affect our earnings for any such future period.

Our business operations could suffer significant losses from natural disasters, catastrophes, fire or other unexpected events.

While we manufacture our products in several facilities and maintain insurance covering our facilities, including business interruption insurance, our manufacturing facilities could be materially damaged by natural disasters, such as floods, tornadoes, hurricanes and earthquakes, or by fire or other unexpected events such as adverse weather conditions or other disruptions to our facilities, supply chain or our customers' facilities. For example, in July 2012, a fire occurred at our manufacturing facility in Picton, Australia, causing extensive damage and rendering the facility inoperable. In January 2014, we commenced operations at a new manufacturing facility in Minto, Australia. We could incur uninsured losses and liabilities arising from such events, including damage to our reputation, and/or suffer material losses in operational capacity, which could have a material adverse impact on our business, financial condition and results of operations.

Table of Contents

Our Rights Agreement could discourage tender offers or other transactions for our stock that could result in shareholders receiving a premium over the market price for our stock.

Our Board of Directors has adopted a Rights Agreement pursuant to which holders of our common stock will be entitled to purchase from us a fraction of a share of our Series B Participating Cumulative Preferred Stock if a third party acquires beneficial ownership of 15% or more of our common stock without our consent. In addition, the holders of our common stock will be entitled to purchase the stock of an Acquiring Person (as defined in the Rights Agreement) at a discount upon the occurrence of triggering events. These provisions of the Rights Agreement could have the effect of discouraging tender offers or other transactions that could result in shareholders receiving a premium over the market price for our common stock.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

We maintain our corporate headquarters in Atlanta, Georgia in approximately 20,000 square feet of leased space. The following table lists our principal manufacturing facilities and other material physical locations (some locations are comprised of multiple buildings), all of which we own except as otherwise noted:

Location	Floor Space (Sq. Ft.)
Bangkok, Thailand	275,946
Craigavon, N. Ireland(1)	80,986
LaGrange, Georgia	539,545
LaGrange, Georgia(1)	209,337
Union City, Georgia(1)	370,000
Valley, Alabama(1)	338,086
Minto, Australia	259,356
Scherpenzeel, the Netherlands	366,935
West Point, Georgia	250,000

Taicang, China(1)	142,500

(1) Leased.

We maintain marketing offices in over 70 locations in over 30 countries and distribution facilities in approximately 40 locations in six countries. Most of our marketing locations and many of our distribution facilities are leased.

We believe that our manufacturing and distribution facilities and our marketing offices are sufficient for our present operations. We will continue, however, to consider the desirability of establishing additional facilities and offices in other locations around the world as part of our business strategy to meet expanding global market demands. Substantially all of our owned properties in the United States are subject to mortgages, which secure borrowings under our Syndicated Credit Facility.

ITEM 3. LEGAL PROCEEDINGS

We are subject to various legal proceedings in the ordinary course of business, none of which we believe are required to be disclosed under this Item 3.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our Common Stock is traded on the Nasdaq Global Select Market under the symbol TILE. As of February 17, 2017, we had 622 holders of record of our Common Stock. We estimate that there are in excess of 10,000 beneficial holders of our Common Stock. The following table sets forth, for the periods indicated, the high and low sale prices of the Company's Common Stock on the Nasdaq Global Select Market as well as dividends paid during such periods.

	High	Low	Dividends Per Share
2017			
First Quarter (through February 17, 2017)	$19.30	$17.18	$ 0.00
2016			
Fourth Quarter	$19.10	$14.59	$ 0.06
Third Quarter	18.45	15.02	0.06
Second Quarter	18.71	14.56	0.05
First Quarter	18.99	13.70	0.05
2015			
Fourth Quarter	$24.44	$17.89	$ 0.05
Third Quarter	27.17	22.13	0.05
Second Quarter	25.59	19.86	0.04
First Quarter	21.38	15.13	0.04

On February 22, 2017, our Board also declared a regular quarterly cash dividend of $0.06 per share, payable March 24, 2017 to shareholders of record as of March 10, 2017. Future declaration and payment of dividends is at the discretion of our Board, and depends upon, among other things, our investment policy and opportunities, results of operations, financial condition, cash requirements, future prospects, and other factors that may be considered relevant by our Board at the time of its determination. Such other factors include limitations contained in the agreement for our Syndicated Credit Facility, which specifies conditions as to when any dividend payments may be made. As such, we may discontinue our dividend payments in the future if our Board determines that a cessation of dividend payments is proper in light of the factors indicated above.

Table of Contents

Stock Performance

The following graph and table compare, for the five-year period ended January 1, 2017, the Company’s total returns to shareholders (stock price plus dividends, divided by beginning stock price) with that of (i) all companies listed on the Nasdaq Composite Index, and (ii) a self-determined peer group comprised primarily of companies in the commercial interiors industry, assuming an initial investment of $100 in each on January 1, 2012 (the last day of the fiscal year 2011).

	1/1/12	**12/30/12**	**12/29/13**	**12/28/14**	**1/3/16**	**1/1/17**
Interface, Inc.	$ 100	$ 138	$ 189	$ 147	$ 171	$ 168
NASDAQ Composite Index	$ 100	$ 115	$ 164	$ 192	$ 202	$ 220
Self-Determined Peer Group (14 Stocks)	$ 100	$ 141	$ 212	$ 235	$ 252	$ 289

Notes to Performance Graph

(1) The lines represent annual index levels derived from compound daily returns that include all dividends.
(2) The indices are re-weighted daily, using the market capitalization on the previous trading day.
(3) If the annual interval, based on the fiscal year-end, is not a trading day, the preceding trading day is used.
(4) The index level was set to $100 as of January 1, 2012 (the last day of fiscal year 2011).
(5) The Company’s fiscal year ends on the Sunday nearest December 31.
(6) The following companies are included in the Self-Determined Peer Group depicted above: Acuity Brands, Inc.;

Albany International Corp.; Apogee Enterprises, Inc.; Armstrong World Industries, Inc.; BE Aerospace, Inc.; The Dixie Group, Inc.; Herman Miller, Inc.; HNI Corporation; Kimball International, Inc.; Knoll, Inc.; Mohawk Industries, Inc.; Steelcase, Inc.; Unifi, Inc.; and USG Corp.

Securities Authorized for Issuance Under Equity Compensation Plans

See Item 12 of Part III of this Annual Report on Form 10-K.

Table of Contents

Issuer Purchases of Equity Securities

The following table contains information with respect to purchases made by or on behalf of the Company, or any “affiliated purchaser” (as defined in Rule 10b-18(a)(3) under the Securities Exchange Act of 1934), of our common stock during our fourth quarter ended January 1, 2017:

Period[1]	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs[2]	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs[2]
October 3 - 31, 2016	222,726	$ 15.50	222,726	36,197,879
November 1 – 30, 2016	292,421	15.67	292,421	31,614,891
December 1 – 31, 2016[3]	19,201	18.42	0	31,614,891
January 1, 2017	0	0.00	0	31,614,891
Total	534,348	$ 15.69	515,147	31,614,891

[1] The monthly periods identified above correspond to the Company’s fiscal fourth quarter of 2016, which commenced October 3, 2016 and ended January 1, 2017.

[2] In April 2016, the Company amended its share purchase program to authorize the repurchase of up to $50 million of common stock. This amended program has no specific expiration date.

[3] Represents shares acquired by the Company from employees to satisfy income tax withholding obligations in connection with the vesting of previous grants of restricted stock.

Table of Contents

ITEM 6. SELECTED FINANCIAL DATA

We derived the summary consolidated financial data presented below from our audited consolidated financial statements and the notes thereto for the years indicated. You should read the summary financial data presented below together with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the audited consolidated financial statements and notes thereto included within this document. Amounts for all periods presented have been adjusted for discontinued operations.

	Selected Financial Data[1]				
	2016	**2015**	**2014**	**2013**	**2012**
	(in thousands, except per share data and ratios)				
Net sales	$958,617	$1,001,863	$1,003,903	$959,989	$932,020
Cost of sales	589,973	618,974	663,876	618,880	614,841
Operating income[2]	84,937	113,593	70,295	95,630	64,648
Income from continuing operations[3]	54,162	72,418	24,808	48,255	22,899
Income (loss) from discontinued operations, net of tax	0	0	0	0	(16,956)
Net income	54,162	72,418	24,808	48,255	5,943
Income from continuing operations per common share attributable to Interface, Inc.					
Basic	$0.83	$1.10	$0.37	$0.73	$0.35
Diluted	$0.83	$1.10	$0.37	$0.73	$0.35
Average Shares Outstanding					
Basic	65,098	66,027	66,389	66,194	65,767
Diluted	65,136	66,075	66,448	66,297	65,900
Cash dividends per common share	$0.22	$0.18	$0.14	$0.11	$0.09
Property additions	28,071	27,188	38,922	91,851	42,428
Depreciation and amortization[4]	36,505	44,751	34,675	32,605	29,175
Working capital	$321,829	$245,391	$240,881	$257,918	$273,213
Total assets	839,573	756,549	774,914	796,335	789,367
Total long-term debt	270,347	213,531	263,338	273,826	275,000
Shareholders’ equity	340,729	342,366	306,639	340,787	295,702
Current ratio[5]	3.0	2.6	2.7	3.0	2.7

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(1) In the third quarter of 2012, we sold our Bentley Prince Street business. The balances have been adjusted to reflect the discontinued operations of this business.

(2) The following charges and items are included in our operating income. In 2016 we recorded restructuring and asset impairment charges of $19.8 million. In 2014, we recorded restructuring and asset impairment charges of $12.4 million. In 2013, we recorded a gain of approximately $7.0 million related to the final settlement of our insurance claim relating to the Australia fire. In 2012, we recorded restructuring and asset impairment charges of $19.4

million as well as expenses related to the Australia fire of $1.7 million.

(3) Included in 2014 net income is $9.2 million of pre-tax expenses related to the premium paid to redeem senior note debt as well as $2.8 million related to the unamortized debt cost that related to these notes at redemption. Included in the 2013 net income are $1.7 million of expenses related to the retirement of debt, and a one-time tax dispute resolution benefit of $1.9 million.

(4) Includes stock compensation amortization.

(5) Current ratio is the ratio of current assets to current liabilities.

Table of Contents

ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

General

Our revenues are derived from sales of floorcovering products, primarily modular carpet. Our business, as well as the commercial interiors industry in general, is cyclical in nature and is impacted by economic conditions and trends that affect the markets for commercial and institutional business space. The commercial interiors industry, including the market for floorcovering products, is largely driven by reinvestment by corporations into their existing businesses in the form of new fixtures and furnishings for their workplaces. In significant part, the timing and amount of such reinvestments are impacted by the profitability of those corporations. As a result, macroeconomic factors such as employment rates, office vacancy rates, capital spending, productivity and efficiency gains that impact corporate profitability in general, also affect our business.

During the past several years, we have successfully focused more of our marketing and sales efforts on non-corporate office segments to reduce somewhat our exposure to economic cycles that affect the corporate office market segment more adversely, as well as to capture additional market share. Our mix of corporate office versus non-corporate office modular carpet sales in the Americas has shifted over the past several years to 44% and 56%, respectively, for 2016 compared with 64% and 36%, respectively, in 2001. Company-wide, our mix of corporate office versus non-corporate office sales was 59% and 41%, respectively, in 2016. We expect a further shift in the future as we continue to implement our market diversification strategy.

During 2016, we had net sales of $958.6 million, down 4.3% compared to $1.0 billion in 2015. Operating income for 2016 was $84.9 million as compared to $113.6 million for 2015. Net income for 2016 was $ 54.2 million, or $0.83 per share, compared with $72.4 million, or $1.10 per diluted share in 2015. Included in our results for 2016 is a restructuring and asset impairment charge of $19.8 million, as discussed below.

During 2015, we had net sales of $1.0 billion, essentially flat as compared to $1.0 billion in 2014. Operating income for 2015 was $113.6 million as compared to $70.3 million for 2014. Net income for 2015 was $72.4 million, or $1.10 per diluted share, compared with $24.8 million, or $0.37 per diluted share, in 2014. Included in our results for 2014 are $12.4 million of restructuring and asset impairment charges, as discussed below. Also included in our results for 2014 are $9.2 million of expenses for the premiums paid to redeem our 7.625% Senior Notes as well as $2.8 million of expenses related to the unamortized debt costs for the retired notes at redemption.

Fire at Australia Facility

In July 2012, a fire destroyed our manufacturing facility in Picton, Australia, which served customers throughout Australia and New Zealand. We completed the build-out of a new manufacturing facility in Minto, Australia, which commenced operations in January 2014.

2016 Restructuring Plan

In the fourth quarter of 2016, we committed to a new restructuring plan in our continuing efforts to improve efficiencies and decrease costs across our worldwide operations, and more closely align our operating structure with our business strategy. The plan involves (i) a substantial restructuring of the FLOR business model that includes closure of its headquarters office and most retail FLOR stores, (ii) a reduction of approximately 70 FLOR employees and a number of employees in the commercial carpet tile business, primarily in the Americas and Europe regions, and (iii) the write-down of certain underutilized and impaired assets that include information technology assets, intellectual property assets, and obsolete manufacturing, office and retail store equipment.

As a result of this plan, we incurred a pre-tax restructuring and asset impairment charge of $19.8 million in the fourth quarter of 2016, and we expect to record an additional charge in the first quarter of 2017 of approximately $7-9 million. (The charge in the first quarter of 2017 is primarily related to exit costs associated with the FLOR retail stores, a majority of which are expected to stay open for the first quarter of 2017.)

The aggregate amount of the charges is expected to be approximately $27-29 million, estimated to be comprised of severance expenses ($10-11 million), lease exit costs ($6-8 million), impairment of assets ($9-10 million) and other items (approximately $1 million). Approximately $17 million of the anticipated charges is expected to result in future cash expenditures, primarily for severance payments (approximately $10 million) and lease exit costs (approximately $7 million). We expect the restructuring plan to be substantially completed in the first half of 2017.

Table of Contents

2014 Restructuring Plan

In the third quarter of 2014, we committed to a new restructuring plan in our continuing efforts to reduce costs across our worldwide operations. In connection with this restructuring plan, we incurred a pre-tax restructuring and asset impairment charge in the third quarter of 2014 in an amount of $12.4 million. The charge was comprised of severance expenses of $9.7 million for a reduction of 100 employees, other related exit costs of $0.1 million, and a charge for impairment of assets of $2.6 million. Approximately $10 million of the charge has resulted in cash expenditures, primarily severance expense.

7.625% Senior Notes

In 2010, we completed a private offering of $275 million aggregate principal amount of 7.625% Senior Notes due 2018. In 2013, we redeemed $27.5 million aggregate principal amount of the 7.625% Senior Notes at a price equal to 103% of the principal amount of the notes redeemed, plus accrued interest to the redemption date. In November 2014, we redeemed $27.5 million aggregate principal amount of these notes at a price equal to 103% of the principal amount of notes redeemed, plus accrued interest to the redemption date. In December 2014, we redeemed the remaining $220 million of these notes at a price equal to 103.813% of their principal amount, plus accrued interest to the redemption date.

Analysis of Results of Operations

The following discussion and analyses reflect the factors and trends discussed in the preceding sections.

Our net sales that were denominated in currencies other than the U.S. dollar were approximately 48% in 2016 and 2015, and 51% in 2014. Because we have such substantial international operations, we are impacted, from time to time, by international developments that affect foreign currency transactions. During 2016, our sales and operating income were negatively impacted by the strengthening of the U.S. dollar and euro against the British Pound Sterling, with smaller impacts due to weakening of the Australian dollar and Canadian dollar against the U.S. dollar. In 2015, the strengthening of the U.S. dollar led to a significant impact on our consolidated operations. In particular, the euro, Australian dollar and Canadian dollar were translated at lower rates compared to prior years. The following table presents the amount (in U.S. dollars) by which the exchange rates for converting euros, Australian dollars and Canadian dollars into U.S. dollars have affected our net sales and operating income during the past three years:

	2016	2015	2014
	(in millions)		
Impact of changes in foreign currency on net sales	$(10.9)	$(79.5)	$(9.5)
Impact of changes in foreign currency on operating income	(1.0)	$(9.8)	(1.0)

21

Table of Contents

The following table presents, as a percentage of net sales, certain items included in our Consolidated Statements of Operations during the past three years:

	Fiscal Year		
	2016	2015	2014
Net sales	100.0 %	100.0 %	100.0 %
Cost of sales	61.5	61.8	66.1
Gross profit on sales	38.5	38.2	33.9
Selling, general and administrative expenses	27.5	26.9	25.6
Restructuring and asset impairment charges	2.1	0.0	1.2
Operating income	8.9	11.3	7.0
Interest/Other expense	0.6	0.7	2.3
Debt retirement expenses	0.0	0.0	1.2
Income before income tax expense	8.3	10.6	3.6
Income tax expense	2.6	3.3	1.1
Net income	5.7	7.2	2.5

Net Sales

Below we provide information regarding our net sales and analyze those results for each of the last three fiscal years. Fiscal year 2015 was a 53-week period. Fiscal years 2016 and 2014 were 52-week periods.

	Fiscal Year			**Percentage Change**	
	2016	**2015**	**2014**	**2016 compared with 2015**	**2015 compared with 2014**
	(in thousands)				
Net Sales	$958,617	$1,001,863	$1,003,903	(4.3 %)	(0.2 %)

Net sales for 2016 compared with 2015

For 2016, our net sales declined $43.3 million (4.3%) as compared to 2015. Fluctuations in currency exchange rates had a negative impact on the comparison of approximately $10.9 million, meaning that if currency levels had remained constant year over year, our 2016 sales would have been higher by this amount. On a geographic basis, we experienced sales declines in the Americas (down 4.2%) and Europe (down 8.1%), partially offset by an increase of 2% in Asia-Pacific.

In the Americas, our weighted average selling price per square yard increased approximately 1% in 2016 compared with 2015. The sales decline in the Americas was experienced across the majority of our customer segments, with the most significant decline occurring in the corporate office segment (down 5%), which is the largest single customer segment in the Americas. We saw lower levels of customer orders during the first three quarters of the year, although this trend somewhat reversed during the fourth quarter, as sales in the corporate segment were effectively flat for the quarter. We also experienced a decline in the residential market segment of 15%, due largely to the performance of our FLOR consumer business. Other declines were seen in the government (down 19%) and retail (down 5%) market segments. The decline in government segment sales in the region was primarily a result of reduced order activity in light of the election cycle. The hospitality market segment in the region increased 11% versus 2015, as we continue to convert customers to modular carpet.

In Europe, our weighted average selling price per square meter declined approximately 3% in 2016 compared with 2015. The largest single factor impacting our performance in this region was the turmoil surrounding the decision of the United Kingdom to exit the European Union. This had a significant negative impact on our sales performance in the United Kingdom, which has historically been our third largest market. Not only were sales impacted by the uncertainty around the exit vote, the significant decline in the British Pound led to a translation effect on sales in the U.K. as reported in U.S. dollars. In local currency, the sales decline in the U.K. was 13%, but when translated into U.S. dollars the decline was over 25%. This decrease was partially offset by double digit increases in other countries, notably Germany, Spain and Italy. On a market segment basis, the decline was most significant in the corporate office market (down 6%), which represents the majority of sales within Europe. With the exception of the hospitality (up 19%) and healthcare (up 17%) market segments, all other non-office market segments in the region were down year over year, with the most significant declines occurring in the education (down 29%) and government (down 13%) market segments.

Table of Contents

In the Asia-Pacific region, our weighted average selling price per square meter declined approximately 1% in 2016 compared with 2015. The 2% sales increase in the region was evenly split between Australia and Asia, with both geographic markets seeing a 2% increase in revenue. In local currency, the increase in Australia was approximately 3%. The increase in sales in the Asia-Pacific region was experienced in the corporate office market segment (up 5%), which represents the majority of sales within the region. This increase was a result of large development projects that led to increases in the first half of the year, particularly in Australia. The only other market segment in the region that experienced an increase of significance was the hospitality segment (up 24%), due to investment in additional selling resources in the region which led to greater market share. Within the region, the sales increases in corporate and hospitality segments were offset by declines in the retail (down 31%) and education (down 11%) market segments.

Net Sales for 2015 compared with 2014

For 2015, our net sales were essentially flat as compared to 2014. As discussed above, the largest global driver of this result was the significant devaluation of foreign currencies against the U.S. dollar. The approximate negative impact on sales from the decline of foreign currencies was $79.5 million, meaning that if currency levels had remained consistent year over year, our 2015 sales would have been higher by this amount. On a geographic basis, we experienced a sales increase in the Americas of 3.4%, and decreases in Europe of 5.1% and Asia-Pacific of 4.9%. The declines in Europe and Asia-Pacific are largely a result of the currency impacts discussed above.

In the Americas, our weighted average selling price per square yard increased approximately 3.5% for the year, reflecting that the sales growth in the region was largely due to increased selling prices as overall sales volume remained relatively constant versus 2014. In the Americas, the sales increase in dollars occurred almost equally in the corporate office (up 4%) and hospitality (up 36%) market segments. The increase in hospitality is due to the continued sales efforts in this segment, as the Company has continued to invest resources in building our sales force in this market. The adoption rate for modular carpet in hospitality spaces has increased due to these efforts, and our sales continue to improve. The increase in the corporate office segment is due to the steady improvement in the U.S. economy as well as our conversion of customers from other flooring surfaces (such as broadloom carpet) to modular carpet. These increases were partially offset by small declines in the government (down 3%) and retail (down 1%) market segments, with sales in our other non-office market segments essentially flat.

In Europe, the sales increase in local currency was 13.6%, but this was offset entirely by the impacts of a weaker Euro and, as translated into U.S. dollars, the decline was 5.1%. In local currency, the weighted average selling price per square yard for the region increased approximately 5%. In local currency, the corporate office segment was up 16%, which was largely due to the recovery in the European economy during the year which led to carpet purchases for new and refurbished office environments. In Europe, the majority of sales for the region occur in the corporate office market. In addition, we had sales increases in the retail (up 26%) and education (up 33%) market segments in Europe. The increase in education sales is due to a targeted focus on higher education customers across the region, particularly in the United Kingdom and France. The increase in the retail segment sales is due to the successes of our segmentation strategy in the region and was experienced across Europe.

In Asia-Pacific, the sales decline of 4.9% as reported in U.S. dollars is reflective of the impact of the devaluation of the Australian dollar during the year. In local currency, the sales increase Asia-Pacific was approximately 5%. The weighted average selling price per square yard for the region declined approximately 7%. This percentage decline was also largely driven by the decline in the Australian dollar, as in local currency in Australia the weighted average selling price per square yard increased approximately 3% and the average selling price per square yard in Asia was down less than 1%. The sales increase in local currency in the region was driven by the corporate office segment, which is the bulk of the region's sales. In U.S. dollars, the corporate office segment was up approximately 1%, and the hospitality segment was up nearly 12%, as the efforts to penetrate this growing market in the region continue. All other market segments in the region experienced declines for the year as compared to 2014.

Cost and Expenses

The following table presents our overall cost of sales and selling, general and administrative expenses during the past three years:

Cost and Expenses	**Fiscal Year**			**Percentage Change**	
	2016	**2015**	**2014**	**2016 compared with 2015**	**2015 compared with 2014**
	(in thousands)				
Cost of Sales	$589,973	$618,974	$663,876	(4.7%)	(6.8%)
Selling, General and Administrative Expenses	263,919	269,296	257,346	(2.0%)	4.6%
Total	$853,892	$888,270	$921,222	(3.9%)	(3.6%)

23

Table of Contents

For 2016, our cost of sales decreased $29.0 million (4.7%) compared with 2015. Fluctuations in currency exchange rates did not have a significant impact (less than 1%) on the comparison. In absolute dollars, the decrease in cost of sales was due to lower sales and production versus the prior year, as production for 2016 was down 11% in Americas, 3% in Europe and 3% in Asia-Pacific versus 2015. As a percentage of sales, our cost of sales declined to 61.5% in 2016 versus 61.8% in 2015. The most significant reason for this decline was lower raw materials costs during the year as a result of lower feedstock prices for our raw materials, primarily yarn. These lower prices produced a benefit in cost of sales of approximately $12 million, meaning that our raw materials costs for 2016 were lower by this amount. We also experienced more favorable production and utilization efficiencies in 2016 versus 2015. Our cost of sales was, however, negatively impacted by approximately $5 million in the second half of 2016, as there were additional costs within our Americas business as a result of the transition to a new centralized warehouse and distribution center operated by a third party for the region. We believe this situation has stabilized and will not continue to significantly impact our cost of sales in 2017.

For 2015, our cost of sales decreased $44.9 million (6.8%) compared with 2014. Fluctuations in currency exchange rates had an approximately $30 million favorable impact on our cost of sales – absent the foreign currency devaluations, our cost of sales would have declined approximately $15 million versus 2014. As a percentage of sales, our cost of sales declined to 61.8% in 2015, versus 66.1% in 2014. The primary reasons for this decline were (1) lower raw materials costs related to lower oil and related feedstock costs (raw material costs were down approximately 6-8% versus 2014), (2) higher absorption of fixed manufacturing costs associated with higher production volumes, particularly in the Americas (up 5%) and Europe (up nearly 10%), (3) continued stabilization of the supply chain and manufacturing footprint in the Asia-Pacific region with the normalization of the new carpet tile production facility in Australia during 2015 compared with 2014, (4) the resolution in 2015 of yarn supply issues that hampered the Company on a global basis in 2014, particularly during the second half of the year, and (5) a full year impact from our significant restructuring actions in the third quarter of 2014, particularly in Europe.

For 2016, our selling, general and administrative (“SG&A”) expenses decreased $5.4 million (2.0%) versus 2016. Currency fluctuations had only a slight (less than 1%) favorable impact on SG&A expenses. On an absolute dollar basis, the decrease was almost entirely related to lower administrative expenses of $9.4 million resulting from lower incentive-based compensation, including share-based compensation, due to performance targets not being met in 2016 to the same degree as in 2015. These declines were primarily at the corporate and Americas level. Other declines were lower selling expenses of $1.2 million due to reduced commissions on lower sales volumes. These decreases were partially offset by higher marketing expenses in 2016 of approximately $5.2 million, as we continued to expand our marketing efforts related to the early rollout of our modular resilient flooring (“MRF”) products as well as other initiatives to drive product adoption. These marketing increases were most significant in the Americas region (up $1.7 million) due to the MRF rollout and in the Asia-Pacific region (up $1.9 million), primarily in Asia related to additional customer events, product rollout support and increased marketing management. Despite the overall decline in SG&A expenses in absolute dollars, due to the lower sales in 2016 versus 2015 our SG&A expenses increased as a percentage of sales to 27.5% in 2016 versus 26.9% in 2015, as the decline in SG&A expenses was less than the decline in net sales. We expect SG&A expenses to decline as a percentage of sales in 2017 due to the restructuring activities discussed above.

For 2015, our SG&A expenses increased $12.0 million (4.6%) versus 2014. Currency exchange rates had a favorable impact on SG&A expenses; if currency rates had remained the same for 2015 versus that of 2014, our SG&A expenses would have been approximately $28 million higher than the 2014 levels. The largest factor driving the increase in SG&A expense increase year-over-year is additional administrative expense attributed to higher incentive-based compensation (approximately $12 million) and performance-based stock compensation (approximately $10 million), as performance targets were met in 2015 to a higher degree than in 2014. The majority of these expenses were at the corporate level and in the Americas region, and as a result they were not as impacted by foreign currency devaluations as other components of SG&A expense. These increases were offset by declines in marketing expense (down $4.1 million) and selling expense (down $2.8 million). While fluctuations in currency exchange rates were the driving factors in these declines, as a percentage of sales, selling and marketing expenses were lower in 2015, a direct result of our restructuring actions which took place in the third quarter of 2014. As a percentage of sales, our consolidated SG&A expenses increased to 26.9% in 2015 versus 25.6% in 2014. This percentage increase was entirely attributable to the performance-based stock compensation and incentive-based compensation discussed above, as absent these amounts SG&A expenses would have been lower as a percentage of sales in 2015 than in 2014.

Interest Expense

For 2016, our interest expense decreased $0.3 million to $6.1 million, versus $6.4 million in 2015. This decrease was due to lower average outstanding debt balances in 2016 versus 2015. During 2016, we repaid a net amount of $6.2 million under our Syndicated Credit Facility, and this lower level of debt led to lower interest expense during 2016. We did incur additional Syndicated Credit Facility borrowings of approximately $63.5 million in December of 2016, but this debt was outstanding for only the final month of 2016 and did not have a significant impact on interest expense (less than $0.1 million).

Table of Contents

For 2015, our interest expense decreased $14.4 million to $6.4 million, versus $20.8 million in 2014. This substantial decrease in interest is due to the debt refinancing activities we undertook in the fourth quarter of 2014, in which we redeemed all of our $247.5 million of outstanding 7.625% Senior Notes and replaced them with borrowings under our Syndicated Credit Facility. This facility, which is comprised of a term loan as well as a multi-currency revolving debt facility, incurs interest at a significantly lower rate (currently approximately 2.0%) than the interest rate on the notes that were refinanced. In addition to the lower borrowing rates, we also reduced our borrowings under the facility by over $45 million during 2015, which contributed to our lower interest expense.

Tax

Our effective tax rate in 2016 was 31.6%, compared with an effective tax rate of 31.5% in 2015. The 2016 effective tax rate was favorably impacted by a higher portion of income earned in foreign jurisdictions which are taxed at lower tax rates than the U.S federal tax rate. The favorable impact to the 2016 effective tax rate was offset by a decrease in the release of valuation allowances related to state net operating loss carryforwards utilized in 2016 compared to 2015. For additional information on taxes and a reconciliation of effective tax rates to statutory tax rates, see the Note entitled “Taxes on Income” in Item 8 of this Report.

Our effective tax rate in 2015 was 31.5%, compared with an effective tax rate of 30.6% in 2014. This increase in effective tax rate was primarily attributable to having a larger proportion of U.S. earnings in 2015, which are taxed at higher federal and state rates than our foreign earnings. The increase in effective rate was partially offset by a release in valuation allowances related to state net operating loss carryforwards utilized in 2015. For additional information on taxes and a reconciliation of effective tax rates to statutory tax rates, see the Note entitled “Taxes on Income” in Item 8 of this Report.

Liquidity and Capital Resources

General

In our business, we require cash and other liquid assets primarily to purchase raw materials and to pay other manufacturing costs, in addition to funding normal course SG&A expenses, anticipated capital expenditures, interest expense and potential special projects. We generate our cash and other liquidity requirements primarily from our operations and from borrowings or letters of credit under our Syndicated Credit Facility discussed below. We believe that we will be able to continue to enhance the generation of free cash flow through the following initiatives:

Improving our inventory turns by continuing to implement a made-to-order model throughout our organization;

Reducing our average days sales outstanding through improved credit and collection practices; and

Limiting the amount of our capital expenditures generally to those projects that have a short-term payback period.

Historically, we use more cash in the first half of the fiscal year, as we fund insurance premiums, tax payments, incentive compensation and inventory build-up in preparation for the holiday/vacation season of our international operations.

In addition, we have a high contribution margin business with low capital expenditure requirements. Contribution margin represents variable gross profit margin less the variable component of SG&A expenses, and for us is an indicator of profit on incremental sales after the fixed components of cost of sales and SG&A expenses have been recovered. While contribution margin should not be construed as a substitute for gross margin, which is determined in accordance with GAAP, it is included herein to provide additional information with respect to our potential for profitability. In addition, we believe that investors find contribution margin to be a useful tool for measuring our profitability on an operating basis.

In December 2016, one of the Company's foreign subsidiaries borrowed 61 million euros (approximately $63.5 million) under the Syndicated Credit Facility. The funds were distributed to its U.S. parent company to fund current and projected U.S. cash needs. A significant portion of these borrowings are expected to be repaid (but is not required to be repaid) in the first quarter of 2017.

At January 1, 2017, we had $165.7 million in cash. Approximately $69.5 million of this cash was located in the U.S., and the remaining $96.2 million was located outside of the U.S. The cash located outside of the U.S. is indefinitely reinvested in the respective jurisdictions (except as identified below). We believe that our strategic plans and business needs, particularly for working capital needs and capital expenditure requirements in Europe, Asia and Australia, support our assertion that our cash in foreign locations will be reinvested and remittance will be postponed indefinitely. Of the $96.2 million of cash in foreign jurisdictions, approximately $4.8 million represents earnings which we have determined are not permanently reinvested, and as such we have provided for U.S. federal and state income taxes on these amounts in accordance with applicable accounting standards.

Table of Contents

As of January 1, 2017, we had $270.3 million of borrowings and $2.9 million in letters of credit outstanding under our Syndicated Credit Facility. Of those borrowings outstanding, $185.0 million were Term Loan A borrowings and $85.3 million were revolving loan borrowings. As of January 1, 2017, we could have incurred $161.7 million of additional revolving loan borrowings under our Syndicated Credit Facility. In addition, we could have incurred the equivalent of $14.8 million of borrowings under our other credit facilities in place at other non-U.S. subsidiaries.

We have approximately $81.6 million in contractual cash obligations due by the end of fiscal year 2017, which includes, among other things, pension cash contributions, interest payments on our debt and lease commitments. Based on current interest rate and debt levels, we expect our aggregate interest expense for 2017 to be between $6 million and $9 million. We estimate aggregate capital expenditures in 2017 to be between $55 million and $65 million, although we are not committed to these amounts.

In 2010, we completed a private offering of $275 million aggregate principal amount of 7.625% Senior Notes. In 2013, we redeemed $27.5 million aggregate principal amount of the 7.625% Senior Notes at a price equal to 103% of the principal amount of the notes redeemed, plus accrued interest to the redemption date. In 2014, we redeemed $27.5 million aggregate principal amount of the 7.625% Senior Notes at a price equal to 103% of their principal amount, plus accrued interest, and redeemed the remaining $220 million aggregate principal amount of these notes at a price equal to 103.813% of their principal amount, plus accrued interest. The redemption transactions in 2014 required an aggregate of $266.1 million (including principal payments, premiums and accrued interest), which was funded through a combination of term loan and revolving loan borrowings under the Syndicated Credit Facility and cash on hand.

It is important for you to consider that we have a significant amount of indebtedness. Our Syndicated Credit Facility matures in October 2019. We cannot assure you that we will be able to renegotiate or refinance any of our debt on commercially reasonable terms, or at all. If we are unable to refinance our debt or obtain new financing, we would have to consider other options, such as selling assets to meet our debt service obligations and other liquidity needs, or using cash, if available, that would have been used for other business purposes.

It is also important for you to consider that borrowings under our Syndicated Credit Facility comprise the substantial majority of our indebtedness, and that these borrowings are based on variable interest rates (as described below) that expose the Company to the risk that short-term interest may increase. For information regarding the current variable interest rates of these borrowings and the potential impact on our interest expense from hypothetical increases in short term interest rates, please see the discussion under the heading 'Interest Rate Risk' in Item 7A of this Report.

Syndicated Credit Facility

We have a syndicated credit facility (the “Syndicated Credit Facility” or “Facility”) pursuant to which the lenders provide to us and certain of our subsidiaries a multicurrency revolving credit facility and provide to us a term loan. The key features of the Facility are as follows:

- The Facility matures on October 3, 2019.
- The Facility includes (i) a multicurrency revolving loan facility made available to the Company and our principal subsidiaries in Europe and Australia not to exceed $240 million in the aggregate at any one time outstanding, and (ii) a revolving loan facility made available to our principal subsidiary in Thailand not to exceed the equivalent of $10 million in the aggregate at any one time outstanding. A sublimit of $40 million exists for the issuance of letters of credit under the Facility.
- The Facility includes $200 million of Term Loan A borrowing availability which could be used (and was in fact used) to refinance our 7.625% Senior Notes due 2018.
- The Facility provides for required amortization payments of the Term Loan A borrowing, as well as mandatory prepayments of the Term Loan A borrowing (and any term loans made available pursuant to any future multicurrency loan facility increase) from certain asset sales, casualty events and debt issuances, subject to certain qualifications and exceptions as provided for therein.
- Advances under the Facility are secured by a first-priority lien on substantially all of Interface, Inc.’s assets and the assets of each of our material domestic subsidiaries, which have guaranteed the Facility.
- The Facility contains financial covenants (specifically, a consolidated net leverage ratio and a consolidated interest coverage ratio) that must be met as of the end of each fiscal quarter.
- We have the option to increase the borrowing availability under the Facility, either for revolving loans or term loans, by up to $150 million, subject to the receipt of lender commitments for the increase and the satisfaction of certain other conditions.

<u>Interest Rates and Fees</u>. Interest on base rate loans is charged at varying rates computed by applying a margin ranging from 0.25% to 1.50% over the applicable base interest rate (which is defined as the greatest of the prime rate, a specified federal funds rate plus 0.50%, or a specified LIBOR rate), depending on our consolidated net leverage ratio as of the most recently completed fiscal quarter. Interest on LIBOR-based loans and fees for letters of credit are charged at varying rates computed by applying a margin ranging from 1.25% to 2.50% over the applicable LIBOR rate, depending on our consolidated net leverage ratio as of the most recently completed fiscal quarter. In addition, we pay a commitment fee ranging from 0.20% to 0.35% per annum (depending on our consolidated net leverage ratio as of the most recently completed fiscal quarter) on the unused portion of the Facility.

<u>Amortization Prepayments</u>. We are required to make amortization payments of the Term Loan A borrowing. The amortization payments are due on the last day of the calendar quarter, commencing with an initial amortization payment of $2.5 million that was made on December 31, 2015. The quarterly amortization payment amount increased to $3.75 million on December 31, 2016.

Covenants. The Facility contains standard and customary covenants for agreements of this type, including various reporting, affirmative and negative covenants. Among other things, these covenants limit our ability to:

- create or incur liens on assets;
- make acquisitions of or investments in businesses (in excess of certain specified amounts);
- incur indebtedness or contingent obligations;
- sell or dispose of assets (in excess of certain specified amounts);
- pay dividends or repurchase our stock (in excess of certain specified amounts);
- repay other indebtedness prior to maturity unless we meet certain conditions; and
- enter into sale and leaseback transactions.

The Facility also requires us to remain in compliance with the following financial covenants as of the end of each fiscal quarter, based on our consolidated results for the year then ended:

- Consolidated Net Leverage Ratio: Must be no greater than (i) 4.50:1.00 through and including the fiscal quarter ending December 28, 2014, (ii) 4.00:1.00 from and including the fiscal quarter ending April 5, 2015 through and including the fiscal quarter ending January 3, 2016, and (iii) 3.75:1.00 for each fiscal quarter thereafter.
- Consolidated Interest Coverage Ratio: Must be no less than 2.25:1.00 as of the end of any fiscal quarter.

Events of Default. If we breach or fail to perform any of the affirmative or negative covenants under the Facility, or if other specified events occur (such as a bankruptcy or similar event or a change of control of Interface, Inc. or certain subsidiaries, or if we breach or fail to perform any covenant or agreement contained in any instrument relating to any of our other indebtedness exceeding $20 million), after giving effect to any applicable notice and right to cure provisions, an event of default will exist. If an event of default exists and is continuing, the lenders' Administrative Agent may, and upon the written request of a specified percentage of the lender group shall:

- declare all commitments of the lenders under the facility terminated;
- declare all amounts outstanding or accrued thereunder immediately due and payable; and
- exercise other rights and remedies available to them under the agreement and applicable law.

Collateral. Pursuant to a Security and Pledge Agreement executed on the same date, the Facility is secured by substantially all of the assets of Interface, Inc. and our domestic subsidiaries (subject to exceptions for certain immaterial subsidiaries), including all of the stock of our domestic subsidiaries and up to 65% of the stock of our first-tier material foreign subsidiaries. If an event of default occurs under the Facility, the lenders' Administrative Agent may, upon the request of a specified percentage of lenders, exercise remedies with respect to the collateral, including, in some instances, foreclosing mortgages on real estate assets, taking possession of or selling personal property assets, collecting accounts receivables, or exercising proxies to take control of the pledged stock of domestic and first-tier material foreign subsidiaries.

As of January 1, 2017, we had $185.0 million of Term Loan A borrowings and $85.3 million of revolving loan borrowings outstanding under the Facility, and had $2.9 million in letters of credit outstanding under the Facility.

We are presently in compliance with all covenants under the Syndicated Credit Facility and anticipate that we will remain in compliance with the covenants for the foreseeable future.

Senior Notes

As described above, all of our remaining 7.625% Senior Notes were redeemed in full in 2014.

Analysis of Cash Flows

We exited 2016 with $165.7 million in cash, an increase of $90.0 million during the year. The most significant increase in cash was a result of borrowings under our Syndicated Credit Facility, the largest portion of which was borrowings of $63.5 million in the December 2016 borrowing transaction discussed above. We also borrowed an additional $23.9 million under our Syndicated Credit Facility during 2016. Outside of these borrowings, our cash flow from operating activities of $93.2 million was the most significant factor in our cash generation. The significant components of this cash flow from operations were (1) net income of $54.2 million, (2) a $7.3 million increase in accounts payable and accruals, and (3) a $2.7 million decrease in inventory. These increases were partially offset by a $7.7 million increase in prepaid expenses and other assets. Other primary uses of cash during 2016 were (1) capital expenditures of $28.1 million, (2) $18.5 million used to repurchase and retire 1.2 million shares of our outstanding common stock pursuant to our established share repurchase plan, (3) $17.6 million of repayments under our Syndicated Credit Facility, (4) $14.3 million for the payment of dividends, and (5) $12.5 million for repayment of term loan borrowings under our Syndicated Credit Facility as required by the applicable amortization schedule.

Table of Contents

We exited 2015 with $75.7 million in cash, an increase of $20.8 million during the year. The increase in cash was primarily due to improved cash flow from operating activities of $125.4 million in 2015, compared with $46.4 million in 2014. The factors driving the increase in cash flow from operating activities were (1) higher net income in 2015 due to improved operational performance, (2) a $16.2 million reduction in cash paid for interest, as a result of our 2014 debt refinancing discussed above, (3) an $18.7 million reduction in accounts receivable, and (4) a $14.5 million increase in accounts payable and accrued expenses. The increase in cash from operating activities was partially offset by an increase in inventories of $26.5 million and an increase in prepaid expenses and other assets of $8.3 million. Our other primary uses of cash during 2015 were (1) $45.3 million of repayments of revolving loan borrowings under our Syndicated Credit Facility, (2) $27.2 million of capital expenditures, primary related to our manufacturing locations, (3) $13.3 million used to repurchase and retire 650,000 shares of our outstanding common stock, pursuant to our established share repurchase plan, (4) $11.9 million for the payment of dividends, and (5) $2.5 million for repayment of term loan borrowings under our Syndicated Credit Facility as required by the applicable amortization schedule.

Our primary sources of cash during 2014 were: (1) $200 million of Term Loan A borrowings and $48.9 million of revolving loan borrowings under our Syndicated Credit Facility; (2) $15.4 million due to an increase in accounts payable and accruals; and (3) $2.8 million due to a decrease in prepaid expenses and other current assets. Our primary uses of cash during 2014 were: (1) $256.8 million used to redeem our formerly outstanding 7.625% Senior Notes (comprised of $247.5 million for principal payments, and $9.3 million for premium payments); (2) $29.3 million due to an increase in accounts receivable; (3) $9.9 million used to repay a portion of our outstanding revolving loan borrowings under our Syndicated Credit Facility; (4) $9.3 million used to pay dividends on our common stock; and (5) $7.7 million used to repurchase 500,000 shares of our common stock.

We believe that our liquidity position will provide sufficient funds to meet our current commitments and other cash requirements for the foreseeable future.

Funding Obligations

We have various contractual obligations that we must fund as part of our normal operations. The following table discloses aggregate information about our contractual obligations and the periods in which payments are due. The amounts and time periods are measured from January 1, 2017.

	Payments Due by Period			
Total Payments Due	**Less than 1 year**	**1-3 years**	**3-5 years**	**More than 5 years**

	(in thousands)				
Long-Term Debt Obligations	$270,347	$15,000	$255,347	$0	$0
Operating Lease Obligations(1)	119,906	36,763	40,549	18,334	24,260
Expected Interest Payments(2)	15,942	5,534	10,408	0	0
Unconditional Purchase Obligations(3)	23,992	14,523	8,979	490	0
Pension Cash Obligations(4)	105,139	9,797	20,516	21,244	53,582
Total Contractual Cash Obligations(5)	$535,326	$81,617	$335,799	$40,068	$77,842

(1) Our capital lease obligations are insignificant.

(2) Expected interest payments to be made in future periods reflect anticipated interest payments related to the $185.0 million of Term Loan A borrowings outstanding and the $85.3 million of revolving loan borrowings outstanding under our Syndicated Credit Facility as of January 1, 2017. We have also assumed in the presentation above that these borrowings will remain outstanding until maturity with the exception of the required amortization payments for our Term Loan A Borrowings.

(3) Unconditional purchase obligations do not include unconditional purchase obligations that are included as liabilities in our Consolidated Balance Sheet. Our capital expenditure commitments are not significant.

(4) We have two foreign defined benefit plans and a domestic salary continuation plan. We have presented above the estimated cash obligations that will be paid under these plans over the next ten years. Such amounts are based on several estimates and assumptions and could differ materially should the underlying estimates and assumptions change. Our domestic salary continuation plan is an unfunded plan, and we do not currently have any commitments to make contributions to this plan. However, we do use insurance instruments to hedge our exposure under the salary continuation plan. Contributions to our other employee benefit plans are at our discretion.

Table of Contents

(5) The above table does not reflect unrecognized tax benefits of $27.9 million, the timing of which payments are uncertain. See the Note entitled “Taxes on Income” in Item 8 of this Report for further information.

Critical Accounting Policies

The policies discussed below are considered by management to be critical to an understanding of our consolidated financial statements because their application places the most significant demands on management’s judgment, with financial reporting results relying on estimations about the effects of matters that are inherently uncertain. Specific risks for these critical accounting policies are described in the following paragraphs. For all of these policies, management cautions that future events may not develop as forecasted, and the best estimates routinely require adjustment.

Revenue Recognition. The vast majority of our revenue is recognized at the date of shipment when the following criteria are met: persuasive evidence of an agreement exists, price to the buyer is fixed and determinable, and collectability is reasonably assured. Delivery is not considered to have occurred until the customer takes title and assumes the risks and rewards of ownership, which is generally on the date of shipment. Provisions for discounts, sales returns and allowances are estimated using historical experience, current economic trends, and the Company’s quality performance. The related provision is recorded as a reduction of sales and cost of sales in the same period that the revenue is recognized. Accordingly, our estimates and assumptions regarding revenue recognition primarily relate to sales returns and allowances, which historically have been in the range of 2.5-3.0% of gross sales. Over the last several years, we have not experienced any significant fluctuation in sales returns and allowances, our estimates and assumptions related thereto have not changed significantly, and we believe our estimates and assumptions to be reasonably accurate. Management also believes this past experience can be relied upon for such estimates and assumptions in future periods, as our business model and customer mix have not changed significantly.

A small percentage (approximately 5%) of our revenue relates to flooring installation projects, which generally involve short time periods (typically less than two weeks) and therefore present little risk of material difference due to changes in experience.

Shipping and handling fees billed to customers are classified in net sales in the consolidated statements of operations. Shipping and handling costs incurred are classified in cost of sales in the consolidated statements of operations.

Impairment of Long-Lived Assets. Long-lived assets are reviewed for impairment at the asset group level whenever events or changes in circumstances indicate that the carrying value may not be recoverable. If the sum of the expected future undiscounted cash flow is less than the carrying amount of the asset, an impairment is indicated. A loss is then recognized for the difference, if any, between the fair value of the asset (as estimated by management using its best judgment) and the carrying value of the asset. If actual market value is less favorable than that estimated by management, additional write-downs may be required.

Deferred Income Tax Assets and Liabilities. The carrying values of deferred income tax assets and liabilities reflect the application of our income tax accounting policies in accordance with applicable accounting standards, and are based on management's assumptions and estimates regarding future operating results and levels of taxable income, as well as management's judgment regarding the interpretation of the provisions of applicable accounting standards. The carrying values of liabilities for income taxes currently payable are based on management's interpretations of applicable tax laws, and incorporate management's assumptions and judgments regarding the use of tax planning strategies in various taxing jurisdictions. The use of different estimates, assumptions and judgments in connection with accounting for income taxes may result in materially different carrying values of income tax assets and liabilities and results of operations.

We evaluate the recoverability of these deferred tax assets by assessing the adequacy of future expected taxable income from all sources, including reversal of taxable temporary differences, forecasted operating earnings and available tax planning strategies. These sources of income inherently rely heavily on estimates. We use our historical experience and our short and long-term business forecasts to provide insight. Further, our global business portfolio gives us the opportunity to employ various prudent and feasible tax planning strategies to facilitate the recoverability of future deductions. To the extent we do not consider it more likely than not that a deferred tax asset will be recovered, a valuation allowance is established. As of January 1, 2017, we had no U.S. federal net operating loss carryforwards. As of January 3, 2016, we had $26.2 million of U.S. federal net operating loss carryforwards. In addition, as of January 1, 2017 and January 3, 2016, we had state net operating loss carryforwards of $108.9 million and $139.3 million, respectively. As of January 1, 2017 and January 3, 2016, we had approximately $3.8 million and $3.7 million of foreign net operating loss carryforwards, respectively. Certain of these carryforwards are reserved with a valuation allowance because, based on the available evidence, we believe it is more likely than not that we would not be able to utilize those deferred tax assets in the future. The remaining year-end 2016 amounts are expected to be fully recoverable within the applicable statutory expiration periods. If the actual amounts of taxable income differ from our estimates, the amount of our valuation allowance could be materially impacted

Goodwill. Pursuant to applicable accounting standards, we test goodwill for impairment at least annually using a two step approach. In the first step of this approach, we prepare valuations of reporting units, using both a market comparable approach and an income approach, and those valuations are compared with the respective book values of the reporting units to determine whether any goodwill impairment exists. In preparing the valuations, past, present and expected future performance is considered. If impairment is indicated in this first step of the test, a step two valuation approach is performed. The step two valuation approach compares the implied fair value of goodwill to the book value of goodwill. The implied fair value of goodwill is determined by allocating the estimated fair value of the reporting unit to the assets and liabilities of the reporting unit, including both recognized and unrecognized intangible assets, in the same manner as goodwill is determined in a business combination under applicable accounting standards. After completion of this step two test, a loss is recognized for the difference, if any, between the fair value of the goodwill associated with the reporting unit and the book value of that goodwill. If the actual fair value of the goodwill is determined to be less than that estimated, an additional write-down may be required.

During the fourth quarters of 2016, 2015 and 2014, we performed the annual goodwill impairment test. We perform this test at the reporting unit level. For our reporting units which carried a goodwill balance as of January 1, 2017, no impairment of goodwill was indicated. As of January 1, 2017, if our estimates of the fair value of our reporting units were 10% lower, we believe no additional goodwill impairment would have existed.

Inventories. We determine the value of inventories using the lower of cost or market. We write down inventories for the difference between the carrying value of the inventories and their net realizable value. If actual market conditions are less favorable than those projected by management, additional write-downs may be required.

We estimate our reserves for inventory obsolescence by continuously examining our inventories to determine if there are indicators that carrying values exceed net realizable values. Experience has shown that significant indicators that could require the need for additional inventory write-downs are the age of the inventory, the length of its product life cycles, anticipated demand for our products and current economic conditions. While we believe that adequate write-downs for inventory obsolescence have been made in the consolidated financial statements, consumer tastes and preferences will continue to change and we could experience additional inventory write-downs in the future. Our inventory reserve on January 1, 2017 and January 3, 2016, was $17.6 million and $15.5 million, respectively. To the extent that actual obsolescence of our inventory differs from our estimate by 10%, our 2016 net income would be higher or lower by approximately $1.1 million, on an after-tax basis.

Pension Benefits. Net pension expense recorded is based on, among other things, assumptions about the discount rate, estimated return on plan assets and salary increases. While management believes these assumptions are reasonable, changes in these and other factors and differences between actual and assumed changes in the present value of liabilities or assets of our plans above certain thresholds could cause net annual expense to increase or decrease materially from year to year. The actuarial assumptions used in our salary continuation plan and our foreign defined benefit plans reporting are reviewed periodically and compared with external benchmarks to ensure that they appropriately account for our future pension benefit obligation. The expected long-term rate of return on plan assets assumption is based on weighted average expected returns for each asset class. Expected returns reflect a combination of historical performance analysis and the forward-looking views of the financial markets, and include input from actuaries, investment service firms and investment managers. The table below represents the changes to the projected benefit obligation as a result of changes in discount rate assumptions:

<u>Foreign Defined Benefit Plans</u>	**Increase (Decrease) in Projected Benefit Obligation** *(in millions)*
1% increase in actuarial assumption for discount rate	$ (49.4)
1% decrease in actuarial assumption for discount rate	$ 55.8

<u>Domestic Salary Continuation Plan</u>	**Increase (Decrease) in Projected Benefit Obligation** *(in millions)*
1% increase in actuarial assumption for discount rate	$ (2.9)
1% decrease in actuarial assumption for discount rate	$ 3.4

Environmental Remediation. We provide for environmental remediation costs and penalties when the responsibility to remediate is probable and the amount of associated costs is reasonably determinable. Remediation liabilities are accrued based on estimates of known environmental exposures and are discounted in certain instances. We regularly monitor the progress of environmental remediation. Should studies indicate that the cost of remediation is to be more than previously estimated, an additional accrual would be recorded in the period in which such determination is made. As of January 1, 2017, no significant amounts were provided for remediation liabilities.

Table of Contents

Allowances for Doubtful Accounts. We maintain allowances for doubtful accounts for estimated losses resulting from the inability of customers to make required payments. Estimating this amount requires us to analyze the financial strengths of our customers. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required. By its nature, such an estimate is highly subjective, and it is possible that the amount of accounts receivable that we are unable to collect may be different than the amount initially estimated. Our allowance for doubtful accounts on January 1, 2017 and January 3, 2016, was $3.8 million and $4.5 million, respectively. To the extent the actual collectability of our accounts receivable differs from our estimates by 10%, our 2016 net income would be higher or lower by approximately $0.3 million, on an after-tax basis, depending on whether the actual collectability was better or worse, respectively, than the estimated allowance.

Product Warranties. We typically provide limited warranties with respect to certain attributes of our carpet products (for example, warranties regarding excessive surface wear, edge ravel and static electricity) for periods ranging from ten to twenty years, depending on the particular carpet product and the environment in which the product is to be installed. We typically warrant that any services performed will be free from defects in workmanship for a period of one year following completion. In the event of a breach of warranty, the remedy typically is limited to repair of the problem or replacement of the affected product. We record a provision related to warranty costs based on historical experience and periodically adjust these provisions to reflect changes in actual experience. Our warranty and sales allowance reserve on January 1, 2017 and January 3, 2016, was $5.5 million and $4.8 million, respectively. Actual warranty expense incurred could vary significantly from amounts that we estimate. To the extent the actual warranty expense differs from our estimates by 10%, our 2016 net income would be higher or lower by approximately $0.3 million, on an after-tax basis, depending on whether the actual expense is lower or higher, respectively, than the estimated provision.

Off-Balance Sheet Arrangements

We are not a party to any material off-balance sheet arrangements.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued an accounting standard regarding recognition of revenue from contracts with customers. In summary, the core principle of this standard is that an entity recognizes revenue from the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance for this standard was initially effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. However, in August of 2015, the FASB delayed the effective date of the standard for one full year. While we are currently reviewing this new standard, and the method by which the standard will be adopted, we do not believe that the adoption of this standard will have a material impact on our financial condition or results of operations.

In July 2015, the FASB issued an accounting standard to simplify the accounting for inventory. This standard requires all inventories to be measured at the lower of cost and net realizable value, except for inventory that is accounted for using the LIFO or the retail inventory method, which will be measured under existing accounting standards. The new guidance must be applied on a prospective basis and is effective for fiscal years beginning after December 15, 2016, with early adoption permitted. We are currently evaluating the impact of the adoption of this new standard and do not expect it to have a material impact on our consolidated financial statements.

In November 2015, the FASB issued an accounting standard which requires deferred tax assets and liabilities, as well as any related valuation allowance, be classified as noncurrent on the balance sheet. As a result, each jurisdiction will only have one net noncurrent deferred tax asset or liability. This standard does not change the existing requirement that only permits offsetting within a jurisdiction. The amendments in the standard may be applied either prospectively or retrospectively to all prior periods presented. The new guidance is effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods, with early adoption permitted. We intend to adopt this standard in the first quarter of 2017. If the balances as of the end of 2016 were to remain unchanged as of the adoption date, the estimated impact to our consolidated balance sheet is a reduction of current assets of $10.0 million and increase in long term assets of $6.0 million, and a reduction in long term liabilities of $4.0 million.

Table of Contents

In March 2016, the FASB issued an accounting standards update to simplify several aspects of accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and the classification on the statement of cash flows. In addition, an entity can make an entity-wide accounting policy election to either estimate the number of awards that are expected to vest, which is the current U.S. GAAP practice, or account for forfeitures when they occur. This update will be effective for fiscal periods beginning after December 15, 2016, including interim periods within that reporting period. The element of the new standard that will have the most impact on our financial statements will be income tax consequences. Excess tax benefits and tax deficiencies on stock-based compensation awards will now be included in our tax provision within our consolidated statement of operations as discrete items in the reporting period in which they occur, rather than our current accounting of recording in additional paid-in capital on our consolidated balance sheets. At this time, we estimate that the adoption of this standard will result in an increase in our deferred tax assets of approximately $5.8 million, with a corresponding increase to equity accounts. There will also be an impact on our consolidated statement of cash flows, upon adoption in the first quarter of 2017, as under the standard when an employer withholds shares for tax withholding purposes those related tax payments will be treated as financing activities, not as operating activities. Upon adoption in the first quarter of 2017, this will result in a reclassification of approximately $5.0 million of such tax payments in the first quarter of 2016 from operating activities to financing activities. We also have elected to continue our current policy of estimating forfeitures of stock-based compensation awards at the time of grant and revising in subsequent periods to reflect actual forfeitures, which is allowable under the new standard.

In February 2016, the FASB issued a new accounting standard regarding leases. The new standard establishes a right-of-use (ROU) model that requires a lessee to record a ROU asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the income statement. The new standard is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. A modified retrospective transition approach is required for lessees for capital and operating leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements, with certain practical expedients available. We are currently evaluating the impact of our pending adoption of the new standard on our consolidated financial statements.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market Risk

As a result of the scope of our global operations, we are exposed to an element of market risk from changes in interest rates and foreign currency exchange rates. Our results of operations and financial condition could be impacted by this risk. We manage our exposure to market risk through our regular operating and financial activities and, to the extent we deem appropriate, through the use of derivative financial instruments.

We employ derivative financial instruments as risk management tools and not for speculative or trading purposes. We monitor the use of derivative financial instruments through objective measurable systems, well-defined market and credit risk limits, and timely reports to senior management according to prescribed guidelines. We have established strict counter-party credit guidelines and enter into transactions only with financial institutions with a rating of investment grade or better. As a result, we consider the risk of counter-party default to be minimal.

Interest Rate Market Risk Exposure

Changes in interest rates affect the interest paid on certain of our debt. To mitigate the impact of fluctuations in interest rates, our management monitors interest rates and has developed and implemented a policy to maintain the percentage of fixed and variable rate debt within certain parameters, subject to approval by our Board of Directors. In the past, we have maintained a fixed/variable rate mix within these parameters either by borrowing on a fixed rate basis or entering into interest rate swap transactions. In the interest rate swaps, we agreed to exchange, at specified levels, the difference between fixed and variable interest amounts calculated by reference to an agreed-upon notional principal linked to LIBOR. As of January 1, 2017 and January 3, 2016, no such interest rate swaps were in place.

Foreign Currency Exchange Market Risk Exposure

A significant portion of our operations consists of manufacturing and sales activities in foreign jurisdictions. We manufacture our products in the United States, Northern Ireland, the Netherlands, China, Thailand and Australia, and sell our products in more than 100 countries. As a result, our financial results have been, and could be, significantly affected by factors such as changes in foreign currency exchange rates or weak economic conditions in the foreign markets in which we distribute our products. Our operating results are exposed to changes in exchange rates between the U.S. dollar and many other currencies, including the euro, British pound sterling, Canadian dollar, Australian dollar, Thai baht and Japanese yen. When the U.S. dollar strengthens against a foreign currency, the value of anticipated sales in those currencies decreases, and vice versa. Additionally, to the extent our foreign operations with functional currencies other than the U.S. dollar transact business in countries other than the United States, exchange rate changes between two foreign currencies could ultimately impact us. Finally, because we report in U.S. dollars on a consolidated basis, foreign currency exchange fluctuations could have a translation impact on our financial position.

At January 1, 2017, we recognized a $19.0 million decrease in our foreign currency translation adjustment account compared with January 3, 2016, because of the strengthening of the U.S. dollar against certain foreign currencies during 2016, particularly the euro and the British pound

Table of Contents

Sensitivity Analysis

For purposes of specific risk analysis, we use sensitivity analysis to measure the impact that market risk may have on the fair values of our market-sensitive instruments.

To perform sensitivity analysis, we assess the risk of loss in fair values associated with the impact of hypothetical changes in interest rates and foreign currency exchange rates on market-sensitive instruments. The market value of instruments affected by interest rate and foreign currency exchange rate risk is computed based on the present value of future cash flows as impacted by the changes in the rates attributable to the market risk being measured. The discount rates used for the present value computations were selected based on market interest and foreign currency exchange rates in effect at January 1, 2017. The values that result from these computations are then compared with the market values of the financial instruments. The differences are the hypothetical gains or losses associated with each type of risk.

Interest Rate Risk

Our weighted average interest rate for our outstanding borrowings in 2016 and 2015 was 2.1% and 2.0%, respectively.

As discussed above, our Syndicated Credit Facility is comprised of a combination of term loan and revolving loan borrowings. The following table summarizes our market risks associated with our debt obligations as of January 1, 2017. For debt obligations, the table presents principal cash flows and related weighted average interest rates by year of maturity. Variable interest rates presented for variable-rate debt represent the weighted average interest rate on our Syndicated Credit Facility borrowings as of January 1, 2017.

	2017	**2018**	**2019**	**2020**	**Thereafter**	**Total**	**Fair Value**
	(in thousands)						
Rate-Sensitive Liabilities							
Long-term Debt:							
Variable Rate	$15,000	$15,000	$240,347	$ 0	$ 0	$270,347	$270,347
Variable Interest Rate	2.1 %	2.1 %	2.1 %	--	--		

An increase in our effective interest rate of 1% would increase annual interest expense by approximately $2.7 million. We will continue to review our exposure to interest rate fluctuations and evaluate whether we should manage such exposures through interest rate swap transactions.

Foreign Currency Exchange Rate Risk

As of January 1, 2017, a 10% decrease or increase in the levels of foreign currency exchange rates against the U.S. dollar, with all other variables held constant, would result in a decrease in the fair value of our short-term financial instruments (primarily cash, accounts receivable and accounts payable) of $12.9 million or an increase in the fair value of our financial instruments of $15.8 million, respectively. As the impact of offsetting changes in the fair market value of our net foreign investments is not included in the sensitivity model, these results are not indicative of our actual exposure to foreign currency exchange risk.

Table of Contents

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

INTERFACE, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

	FISCAL YEAR		
	2016	2015	2014
	(in thousands, except per share data)		
Net sales	$958,617	$1,001,863	$1,003,903
Cost of sales	589,973	618,974	663,876
Gross profit on sales	368,644	382,889	340,027
Selling, general and administrative expenses	263,919	269,296	257,346
Restructuring and asset impairment charges	19,788	0	12,386
Operating income	84,937	113,593	70,295
Interest expense	6,130	6,401	20,785
Debt retirement expenses	0	0	11,989
Other expense (income)	(329)	1,426	1,779
Income before income tax expense	79,136	105,766	35,742
Income tax expense	24,974	33,348	10,934
Net income	$54,162	$72,418	$24,808
Net income per share – basic	$0.83	$1.10	$0.37
Net income per share – diluted	$0.83	$1.10	$0.37
Basic weighted average common shares outstanding	65,098	66,027	66,389
Diluted weighted average common shares outstanding	65,136	66,075	66,448

See accompanying notes to consolidated financial statements.

Table of Contents

INTERFACE, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	FISCAL YEAR		
	2016	2015	2014
	(in thousands)		
Net income	$54,162	$72,418	$24,808
Other comprehensive income (loss)			
Foreign currency translation adjustment	(19,011)	(32,575)	(28,351)
Pension liability adjustment	(11,572)	6,072	(15,280)
Comprehensive income (loss)	$23,579	$45,915	$(18,823)

See accompanying notes to consolidated financial statements.

Table of Contents