

DIXIE GROUP INC

FORM S-8 POS

(Post-Effective Amendment to an S-8 filing)

Filed 06/18/20

Address	PO BOX 2007 DALTON, GA, 30722
Telephone	7068765814
CIK	0000029332
Symbol	DXYN
SIC Code	2273 - Carpets and Rugs
Industry	Home Furnishings
Sector	Consumer Cyclical
Fiscal Year	12/26

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

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

The Dixie Group, Inc.

(Exact name of registrant as specified in its charter)

TENNESSEE

(State or other jurisdiction of
incorporation or organization)

62-0183370

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

475 Reed Road
Dalton, Georgia 30720
(706) 876-5800

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**The Dixie Group, Inc. Amended and Restated
2016 Incentive Compensation Plan**

(Full title of the plan)

Allen L. Danzey
Chief Financial Officer
The Dixie Group, Inc.
475 Reed Road
Dalton, Georgia 30720

(Name and address of agent for service)

(706) 876-5800

(Telephone number, including area code, of agent for service)

With copies to:

John F. Henry, Jr., Esq.
Miller & Martin PLLC
Suite 1000, Volunteer Building
832 Georgia Avenue
Chattanooga, Tennessee 37402
(423) 756-6600

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 definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☒

EXPLANATORY NOTE

The Dixie Group, Inc. is filing this Post-Effective Amendment No. 1 in order to file a corrected Consent of Dixon Hughes Goodman LLP (Exhibit No. 23.3) to its Registration Statement filed June 16, 2020.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
23.3	<u>Consent of Dixon Hughes Goodman LLP, Independent Registered Public Accounting Firm</u>

SIGNATURES

Note: Pursuant to Rule 478 under the Securities act of 1933, as amended, no other person is required to sign this Post -Effective Amendment No. 1.

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement No. 333-239208 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chattanooga, State of Tennessee on June 18, 2020.

Date: June 18, 2020

THE DIXIE GROUP, INC.

By: /s/ Daniel K. Frierson

Chairman and Chief Executive Officer

By: /s/ Allen L. Danzey

Allen L. Danzey

Chief Financial Officer

Exhibit 23.3

Consent of Dixon Hughes Goodman LLP, Independent Registered Public Accounting Firm

The Board of Directors
The Dixie Group, Inc.

We consent to the incorporation by reference in the Form S-8 Registration Statement (No. 333-239208) pertaining to The Dixie Group, Inc. Amended and Restated 2016 Incentive Compensation Plan of our report dated March 12, 2020 with respect to the consolidated financial statements and schedule of The Dixie Group, Inc. included in its Annual Report on Form 10-K for the year ended December 28, 2019 filed with the Securities and Exchange Commission.

/s/ Dixon Hughes Goodman LLP

Atlanta, Georgia
June 16, 2020