

INTERFACE INC  
Form SC 13G  
October 20, 2008

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. )\***

**Interface, Inc.**

(Name of Issuer)

**Class A Common Stock, \$.10 par value per share**

(Title of Class of Securities)

**458655106**

(CUSIP Number)

**October 8, 2008**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 458655106

1. Names of Reporting Persons  
Sheffield Partners, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
0
6. Shared Voting Power  
663,880
7. Sole Dispositive Power  
0
8. Shared Dispositive Power  
663,880
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
663,880
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
1.18%
12. Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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CUSIP No. 458655106

1. Names of Reporting Persons  
Sheffield Institutional Partners, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
0
6. Shared Voting Power  
1,601,272
7. Sole Dispositive Power  
0
8. Shared Dispositive Power  
1,601,272
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,601,272
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
2.85%
12. Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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CUSIP No. 458655106

1. Names of Reporting Persons  
Sheffield International Partners, Ltd.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Cayman Islands
5. Sole Voting Power  
0
6. Shared Voting Power  
1,170,399
7. Sole Dispositive Power  
0
8. Shared Dispositive Power  
1,170,399
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,170,399
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
2.08%
12. Type of Reporting Person (See Instructions)  
CO

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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CUSIP No. 458655106

1. Names of Reporting Persons  
Sheffield Asset Management, L.L.C.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
0
6. Shared Voting Power  
3,435,551
7. Sole Dispositive Power  
0
8. Shared Dispositive Power  
3,435,551
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
3,435,551
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
6.11%
12. Type of Reporting Person (See Instructions)  
OO

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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**Item 1.**

- (a) Name of Issuer  
Interface, Inc.
- (b) Address of Issuer's Principal Executive Offices  
2859 Paces Ferry Road, Suite 2000  
Atlanta, Georgia 30339

**Item 2.**

- (a) Name of Person Filing  
This statement is being filed by Sheffield Partners, L.P. ( SPLP ), Sheffield Institutional Partners, L.P. ( SIPLP ), Sheffield International Partners, Ltd. ( SIPLTD ) and Sheffield Asset Management, L.L.C. ( SAM and together with SPLP, SIPLP and SIPLTD, the Reporting Persons ). The members of SAM are Brian J. Feltzin and Craig C. Albert.
- (b) Address of Principal Business Office or, if none, Residence  
900 North Michigan Avenue, Suite 1100  
Chicago, Illinois 60611
- (c) Citizenship
  - SPLP Delaware
  - SIPLP Delaware
  - SIPLTD Cayman Islands
  - SAM Delaware
- (d) Title of Class of Securities  
Class A Common Stock, \$.10 par value per share
- (e) CUSIP Number  
458655106

- Item 3.** If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:  
Not Applicable.  
The Reporting Persons are filing this Schedule 13G pursuant to Rule 13d-1(c).

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1. The information in items 1 and 5 through 11 on the cover pages (pp. 2 - 5) of this Schedule 13G is hereby incorporated by reference.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: October 20, 2008

Sheffield Partners, L.P.

By: Sheffield Asset Management, L.L.C.  
Its: General Partner

By: /s/ Amy Rosenow  
Amy Rosenow, Chief Operating Officer

Sheffield Institutional Partners, L.P.

By: Sheffield Asset Management, L.L.C.  
Its: General Partner

By: /s/ Amy Rosenow  
Amy Rosenow, Chief Operating Officer

Sheffield International Partners, Ltd.

By: Sheffield Asset Management, L.L.C.  
Its: Investment Advisor

By: /s/ Amy Rosenow  
Amy Rosenow, Chief Operating Officer

Sheffield Asset Management, L.L.C.

By: /s/ Amy Rosenow  
Amy Rosenow, Chief Operating Officer



