

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

**FORM 8-K**

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 2, 2012

**MOHAWK INDUSTRIES, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other  
Jurisdiction of  
Incorporation)

**01-13697**  
(Commission File  
Number)

**52-1604305**  
(IRS Employer  
Identification No.)

**160 South Industrial Blvd., Calhoun, Georgia**  
(Address of Principal Executive Offices)

**30701**  
(Zip Code)

Registrant's telephone number, including area code **(706) 629-7721**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communication pursuant to Rule 425 under Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act CFR 240.17R 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition.

The following information, including the Exhibit attached hereto, is being furnished pursuant to this Item 2.02 and shall not be deemed “filed” for purpose of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

On August 2, 2012, Mohawk Industries, Inc., issued a press release announcing its second quarter financial results. A copy of the press release is attached hereto and hereby incorporated by reference as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release dated August 2, 2012.

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INDEX TO EXHIBITS

Exhibit

99.1. Press release dated August 2, 2012.

**NEWS RELEASE**



**For Release: Immediately**  
**Contact: Frank H. Boykin, Chief Financial Officer (706) 624-2695**

**MOHAWK INDUSTRIES, INC. ANNOUNCES  
SECOND QUARTER EARNINGS**

Calhoun, Georgia, August 2, 2012 - Mohawk Industries, Inc. (NYSE:MHK) today announced 2012 second quarter net earnings of \$73 million and diluted earnings per share (EPS) of \$1.06. Net earnings excluding restructuring charges were \$79 million and EPS was \$1.14, a 20% increase over last year's second quarter adjusted EPS. Net sales for the second quarter of 2012 were \$1.5 billion, in line with prior year and an increase of 2% on a constant exchange rate. For the second quarter of 2011, net earnings were \$61 million and EPS was \$0.88. Net earnings excluding restructuring charges for the second quarter of 2011, were \$66 million and EPS was \$0.95.

For the six months ending June 30, 2012, net sales were \$2.9 billion, an increase of 2% versus prior year and 4% on a constant exchange rate. Net earnings and EPS for the six-month period were \$114 million and \$1.64, respectively. Net earnings excluding restructuring charges were \$120 million and EPS was \$1.73, an increase of 25% over the six-month adjusted EPS results in 2011. For the six months ending July 2, 2011, net sales were \$2.8 billion, net earnings were \$84 million and EPS was \$1.22. Excluding restructuring charges, net earnings and EPS were \$95 million and \$1.38, respectively.

Commenting on Mohawk Industries' second quarter performance, Jeffrey S. Lorberbaum, Chairman and CEO, stated, "Selling prices offsetting raw material inflation, productivity gains, product mix improvements and lower interest costs all contributed to our results. Sales increased 2% on a constant exchange rate with commercial sales continuing to outpace residential sales. We continue to control SG&A

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cost while increasing new product investments across all businesses. During the quarter, we generated adjusted EBITDA of \$187 million, free cash flow of \$96 million and paid off \$336 million of senior notes. We have addressed many of today's economic challenges by enhancing our product differentiation, reducing costs, improving efficiencies and entering new product categories and geographies."

Mohawk segment adjusted operating income margin increased 110 basis points over 2011 with gains from pricing, improved product mix and lower costs from productivity offsetting lower volume and higher material costs. Segment sales were down 3% during the second quarter. Carpet sales for both the industry and Mohawk were approximately flat compared to last year with residential remodeling activity slow. Our rug sales continued to be soft due to lower retail sales, as well as retailers deferring promotional activities and further reducing inventory within the channel. During the quarter, Mohawk's SmartStrand<sup>®</sup> Silk™ premium carpet collection experienced strong sales growth due to its unsurpassed softness and proprietary environmental features. We executed productivity improvements across the business with particular gains from our capital investments and reduction of waste.

Dal-Tile segment sales grew 7% during the quarter or 8% on a constant exchange rate. The segment posted gains from increases in both residential and commercial sales and growth in the Mexican market. Operating margins were enhanced by higher volumes, greater manufacturing efficiencies, improved material formulations and increased recycling. To address the changing market demand, we converted mosaic and floor tile production to porcelain, increased our ability to make larger sizes and expanded our Reveal Imaging™ capabilities. The new Salamanca facility in Mexico is producing red-body tile for the domestic market. The plant's start-up costs are in line with our expectations, and we anticipate positive contributions in early 2013 due to higher volume and productivity.

Unilin segment sales decreased 2% but increased 7% on a constant exchange rate. Outside North America, laminate and wood flooring sales grew from continued expansion in the DIY channel, expanded distribution in the U.K. and Australian sales. Our Russian facility is progressing with increased productivity and is manufacturing more complex products. In North America, laminate sales grew from increased

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promotional activity by large retailers and greater penetration in the home center channel. Laminate collections featuring richly embossed surfaces, premium long planks and our proprietary GenuEdge Technology™ improved our mix in both the remodeling and new construction markets. Our insulated roofing product sales declined in Europe as the housing market contracted but were offset by the growth of our insulation panels, which help to meet energy efficiency goals.

Mohawk's commitment to product innovation, resource management and process improvements yielded improved second quarter results. Our investments in innovative products improved our mix and contributed to higher margins. Though sales softened in the second quarter, U.S. order rates have shown some improvement as we began the third quarter. We do not expect material costs to follow oil price declines due to specific higher chemical costs. In the U.S., low mortgage rates and higher housing starts should support future flooring sales. In Europe, we will have the normal seasonal slowing and expect the present trends to continue with exchange rates being a headwind. Based on these factors, our guidance for third quarter earnings is \$0.96 to \$1.05 per share, excluding any restructuring costs.

We have addressed many of today's economic challenges by enhancing our product differentiation, reducing costs, improving efficiencies and entering new product categories and geographies. We retain a strong financial position, which provides us flexibility to invest in strategic opportunities going forward.

Mohawk is a leading supplier of flooring for both residential and commercial applications. Mohawk provides a complete selection for all markets of carpet, ceramic tile, laminate, wood, stone, vinyl and rugs. These products are marketed under the premier brands in the industry including Mohawk, Karastan, Lees, Bigelow, Durkan, Mohawk Home, Daltile, American Olean, Unilin and Quick-Step. Mohawk's unique merchandising and marketing assists the consumer in creating exquisite floors to fulfill their dreams. Mohawk provides a premium level of service with its own trucking fleet and local distribution in the U.S. Mohawk's international presence includes operations in Australia, Brazil, China, Europe, Malaysia, Mexico and Russia.

Certain of the statements in the immediately preceding paragraphs, particularly anticipating future

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performance, business prospects, growth and operating strategies and similar matters and those that include the words “could,” “should,” “believes,” “anticipates,” “expects,” and “estimates,” or similar expressions constitute “forward-looking statements.” For those statements, Mohawk claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. There can be no assurance that the forward-looking statements will be accurate because they are based on many assumptions, which involve risks and uncertainties. The following important factors could cause future results to differ: changes in economic or industry conditions; competition; inflation in raw material prices and other input costs; energy costs and supply; timing and level of capital expenditures; timing and implementation of price increases for the Company’s products; impairment charges; integration of acquisitions; international operations; introduction of new products; rationalization of operations; tax, product and other claims; litigation; and other risks identified in Mohawk’s SEC reports and public announcements.

### Conference call Friday, August 3, 2012 at 11:00 AM Eastern Time

The telephone number is 1-800-603-9255 for US/Canada and 1-706-634-2294 for International/Local.

Conference ID # 98256242. A replay will also be available until August 17, 2012 by dialing 855-859-2056 for US/local calls and 404-537-3406 for International/Local calls and entering Conference ID # 98256242.

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**MOHAWK INDUSTRIES, INC. AND SUBSIDIARIES**
**Consolidated Statement of Operations**
*(Amounts in thousands, except per share data)*

|  | Three Months Ended |              | Six Months Ended |              |
|--|--------------------|--------------|------------------|--------------|
|  | June 30, 2012      | July 2, 2011 | June 30, 2012    | July 2, 2011 |
| Net sales  | \$ 1,469,793       | 1,477,854    | 2,878,828        | 2,821,449    |
| Cost of sales  | 1,081,329          | 1,095,607    | 2,130,938        | 2,097,610    |
| Gross profit   | 388,464            | 382,247      | 747,890          | 723,839      |
| Selling, general and administrative expenses                       | 280,746            | 280,547      | 568,196          | 566,055      |
| Operating income   | 107,718            | 101,700      | 179,694          | 157,784      |
| Interest expense   | 18,844             | 25,760       | 41,342           | 52,355       |
| Other (income) expense, net  | 440                | 396          | (1,385)          | 381          |
| Earnings before income taxes                                       | 88,434             | 75,544       | 139,737          | 105,048      |
| Income tax expense   | 15,246             | 13,450       | 25,537           | 18,416       |
| Net earnings   | 73,188             | 62,094       | 114,200          | 86,632       |
| Net earnings attributable to noncontrolling interest               | —                  | (1,191)      | (635)            | (2,287)      |
| Net earnings attributable to Mohawk Industries, Inc.               | \$ 73,188          | 60,903       | 113,565          | 84,345       |
| Basic earnings per share attributable to Mohawk Industries, Inc.   | \$ 1.06            | 0.89         | 1.65             | 1.23         |
| Weighted-average common shares outstanding - basic                 | 68,984             | 68,744       | 68,923           | 68,709       |
| Diluted earnings per share attributable to Mohawk Industries, Inc. | \$ 1.06            | 0.88         | 1.64             | 1.22         |
| Weighted-average common shares outstanding - diluted               | 69,259             | 68,981       | 69,204           | 68,942       |

**Other Financial Information**
*(Amounts in thousands)*

|   |            |        |         |         |
|---|------------|--------|---------|---------|
| Net cash provided by operating activities | \$ 140,046 | 96,003 | 95,576  | 28,590  |
| Depreciation and amortization             | \$ 71,831  | 74,344 | 145,117 | 148,597 |
| Capital expenditures                      | \$ 44,436  | 59,708 | 87,687  | 112,519 |

**Consolidated Balance Sheet Data**
*(Amounts in thousands)*

|   | June 30, 2012 | July 2, 2011 |
|---|---------------|--------------|
| <b>ASSETS</b>   |               |              |
| Current assets:                                       |               |              |
| Cash and cash equivalents                             | \$ 319,463    | 285,422      |
| Receivables, net                                      | 782,122       | 797,893      |
| Inventories   | 1,161,073     | 1,102,769    |
| Prepaid expenses and other current assets             | 144,915       | 125,815      |
| Deferred income taxes                                 | 126,613       | 135,338      |
| Total current assets                                  | 2,534,186     | 2,447,237    |
| Property, plant and equipment, net                    | 1,652,444     | 1,730,914    |
| Goodwill  | 1,363,356     | 1,418,830    |
| Intangible assets, net                                | 564,948       | 681,178      |
| Deferred income taxes and other non-current assets    | 149,843       | 110,841      |
|   | \$ 6,264,777  | 6,389,000    |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>           |               |              |
| Current liabilities:                                  |               |              |
| Current portion of long-term debt                     | \$ 57,158     | 453,185      |
| Accounts payable and accrued expenses                 | 733,411       | 771,297      |
| Total current liabilities                             | 790,569       | 1,224,482    |
| Long-term debt, less current portion                  | 1,570,530     | 1,155,150    |
| Deferred income taxes and other long-term liabilities | 427,360       | 460,109      |
| Total liabilities                                     | 2,788,459     | 2,839,741    |

|                            |    |           |           |
|----------------------------|----|-----------|-----------|
| Noncontrolling interest    |    | —         | 32,300    |
| Total stockholders' equity |    | 3,476,318 | 3,516,959 |
|                            | \$ | 6,264,777 | 6,389,000 |

**Segment Information**

| <i>(Amounts in thousands)</i> | Three Months Ended |              | As of or for the Six Months Ended |              |
|-------------------------------|--------------------|--------------|-----------------------------------|--------------|
|                               | June 30, 2012      | July 2, 2011 | June 30, 2012                     | July 2, 2011 |
| Net sales:                    |                    |              |                                   |              |
| Mohawk                        | \$ 734,493         | 758,064      | 1,434,373                         | 1,449,229    |
| Dal-Tile                      | 404,288            | 379,469      | 797,213                           | 723,884      |
| Unilin                        | 354,374            | 363,097      | 691,798                           | 688,929      |
| Intersegment sales            | (23,362)           | (22,776)     | (44,556)                          | (40,593)     |
| Consolidated net sales        | \$ 1,469,793       | 1,477,854    | 2,878,828                         | 2,821,449    |
| Operating income (loss):      |                    |              |                                   |              |
| Mohawk                        | \$ 37,136          | 31,201       | 62,418                            | 48,241       |
| Dal-Tile                      | 36,432             | 32,138       | 62,460                            | 49,838       |
| Unilin                        | 40,575             | 46,209       | 67,721                            | 72,459       |
| Corporate and eliminations    | (6,425)            | (7,848)      | (12,905)                          | (12,754)     |
| Consolidated operating income | \$ 107,718         | 101,700      | 179,694                           | 157,784      |
| Assets:                       |                    |              |                                   |              |
| Mohawk                        |                    |              | \$ 1,791,376                      | 1,783,630    |
| Dal-Tile                      |                    |              | 1,742,563                         | 1,700,482    |
| Unilin                        |                    |              | 2,539,997                         | 2,717,032    |
| Corporate and eliminations    |                    |              | 190,841                           | 187,856      |
| Consolidated assets           |                    |              | \$ 6,264,777                      | 6,389,000    |

**Reconciliation of Net Earnings Attributable to Mohawk Industries, Inc. to Adjusted Net Earnings Attributable to Mohawk Industries, Inc. and Adjusted Diluted Earnings Per Share Attributable to Mohawk Industries, Inc.**

(Amounts in thousands, except per share data)

|   | Three Months Ended |              | Six Months Ended |              |
|---|--------------------|--------------|------------------|--------------|
|   | June 30, 2012      | July 2, 2011 | June 30, 2012    | July 2, 2011 |
| Net earnings attributable to Mohawk Industries, Inc.                        | \$ 73,188          | 60,903       | 113,565          | 84,345       |
| Adjusting items:  |                    |              |                  |              |
| Business restructurings   | 8,226              | 6,514        | 8,226            | 13,327       |
| Income taxes  | (2,201)            | (1,818)      | (2,201)          | (2,836)      |
| Adjusted net earnings attributable to Mohawk Industries, Inc.               | \$ 79,213          | 65,599       | 119,590          | 94,836       |
| Adjusted diluted earnings per share attributable to Mohawk Industries, Inc. | \$ 1.14            | 0.95         | 1.73             | 1.38         |
| Weighted-average common shares outstanding - diluted                        | 69,259             | 68,981       | 69,204           | 68,942       |

**Reconciliation of Operating Cash Flow to Free Cash Flow**

(Amounts in thousands)

|  | Three Months Ended June 30, 2012 |
|--|----------------------------------|
| Net cash provided by operating activities  | \$ 140,046                       |
| Additions to property, plant and equipment | (44,436)                         |
| Free cash flow                             | \$ 95,610                        |

**Reconciliation of Net Earnings to Adjusted EBITDA**

(Amounts in thousands)

|                               | Three Months Ended June 30, 2012 |
|-------------------------------|----------------------------------|
| Net earnings                  | \$ 73,188                        |
| Income tax expense            | 15,246                           |
| Interest expense              | 18,844                           |
| Depreciation and amortization | 71,831                           |
| EBITDA                        | 179,109                          |
| Business restructurings       | 8,226                            |
| Adjusted EBITDA               | \$ 187,335                       |

**Reconciliation of Net Sales to Net Sales on a Constant Exchange Rate**

(Amounts in thousands)

|  | Three Months Ended |              | Six Months Ended |              |
|--|--------------------|--------------|------------------|--------------|
|  | June 30, 2012      | July 2, 2011 | June 30, 2012    | July 2, 2011 |
| Net sales  | \$ 1,469,793       | 1,477,854    | 2,878,828        | 2,821,449    |
| Adjustment to net sales on a constant exchange rate: |                    |              |                  |              |
| Exchange rate  | 36,326             | —            | 49,962           | —            |
| Net sales on a constant exchange rate                | \$ 1,506,119       | 1,477,854    | 2,928,790        | 2,821,449    |

**Reconciliation of Segment Net Sales to Segment Net Sales on a Constant Exchange Rate***(Amounts in thousands)*

|  | Three Months Ended |              |
|--|--------------------|--------------|
|  | June 30, 2012      | July 2, 2011 |
| <b>Dal-Tile</b>  |                    |              |
| Net sales  | \$ 404,288         | 379,469      |
| Adjustment to segment net sales on a constant exchange rate: |                    |              |
| Exchange rate  | 3,555              | —            |
| Segment net sales on a constant exchange rate                | \$ 407,843         | 379,469      |

**Reconciliation of Segment Net Sales to Segment Net Sales on a Constant Exchange Rate***(Amounts in thousands)*

|  | Three Months Ended |              |
|--|--------------------|--------------|
|  | June 30, 2012      | July 2, 2011 |
| <b>Unilin</b>  |                    |              |
| Net sales  | \$ 354,374         | 363,097      |
| Adjustment to segment net sales on a constant exchange rate: |                    |              |
| Exchange rate  | 32,771             | —            |
| Segment net sales on a constant exchange rate                | \$ 387,145         | 363,097      |

**Reconciliation of Gross Profit to Adjusted Gross Profit***(Amounts in thousands)*

|   | Three Months Ended |              |
|---|--------------------|--------------|
|   | June 30, 2012      | July 2, 2011 |
| Gross Profit                                    | \$ 388,464         | 382,247      |
| Adjustment to gross profit:                     |                    |              |
| Business restructurings                         | 6,636              | 5,532        |
| Adjusted gross profit                           | \$ 395,100         | 387,779      |
| Adjusted gross profit as a percent of net sales | 26.9%              | 26.2%        |

**Reconciliation of Operating Income to Adjusted Operating Income***(Amounts in thousands)*

|   | Three Months Ended |              |
|---|--------------------|--------------|
|   | June 30, 2012      | July 2, 2011 |
| Operating income                                    | \$ 107,718         | 101,700      |
| Adjustment to operating income:                     |                    |              |
| Business restructurings                             | 8,226              | 6,514        |
| Adjusted operating income                           | \$ 115,944         | 108,214      |
| Adjusted operating margin as a percent of net sales | 7.9%               | 7.3%         |

**Reconciliation of Segment Operating Income to Adjusted Segment Operating Income***(Amounts in thousands)*

|   | Three Months Ended |              |
|---|--------------------|--------------|
|   | June 30, 2012      | July 2, 2011 |
| <b>Mohawk</b>                                       |                    |              |
| Operating income                                    | \$ 37,136          | 31,201       |
| Adjustment to segment operating income:             |                    |              |
| Business restructurings                             | 7,383              | 6,514        |
| Adjusted segment operating income                   | \$ 44,519          | 37,715       |
| Adjusted operating margin as a percent of net sales | 6.1%               | 5%           |

**Reconciliation of Segment Operating Income to Adjusted Segment Operating Income***(Amounts in thousands)*

|                  | Three Months Ended |              |
|------------------|--------------------|--------------|
|                  | June 30, 2012      | July 2, 2011 |
| <b>Unilin</b>    |                    |              |
| Operating income | \$ 40,575          | 46,209       |

|   |    |        |        |
|---|----|--------|--------|
| Adjustment to segment operating income:             |    |        |        |
| Business restructurings                             |    | 843    | —      |
| Adjusted segment operating income                   | \$ | 41,418 | 46,209 |
| Adjusted operating margin as a percent of net sales |    | 11.7%  | 12.7%  |

#### Reconciliation of Earnings Before Income Taxes to Adjusted Earnings Before Income Taxes

(Amounts in thousands)

|   | Three Months Ended |              |
|---|--------------------|--------------|
|   | June 30, 2012      | July 2, 2011 |
| Earnings before income taxes                | \$ 88,434          | 75,544       |
| Adjustment to earnings before income taxes: |                    |              |
| Business restructurings                     | 8,226              | 6,514        |
| Adjusted earnings before income taxes       | \$ 96,660          | 82,058       |

#### Reconciliation of Income Tax Expense to Adjusted Income Tax Expense

(Amounts in thousands)

|  | Three Months Ended |              |
|--|--------------------|--------------|
|  | June 30, 2012      | July 2, 2011 |
| Income tax expense                           | \$ 15,246          | 13,450       |
| Adjustment to income tax expense:            |                    |              |
| Income tax effect of business restructurings | 2,201              | 1,818        |
| Adjusted income tax expense                  | \$ 17,447          | 15,268       |
| Adjusted income tax rate                     | 18%                | 19%          |

#### Reconciliation of Selling, General and Administrative Expenses to Adjusted Selling, General and Administrative Expenses

(Amounts in thousands)

|   | Three Months Ended |              |
|---|--------------------|--------------|
|   | June 30, 2012      | July 2, 2011 |
| Selling, general and administrative expenses                                    | \$ 280,746         | 280,547      |
| Adjustments to selling, general and administrative expenses:                    |                    |              |
| Business restructurings   | (1,590)            | (982)        |
| Exchange rate   | (6,042)            | —            |
| Adjusted selling, general and administrative expenses                           | \$ 273,114         | 279,565      |
| Adjusted selling, general and administrative expenses as a percent of net sales | 18.6%              | 18.9%        |

The Company believes it is useful for itself and investors to review, as applicable, both GAAP and the above non-GAAP measures in order to assess the performance of the Company's business for planning and forecasting in subsequent periods.