

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): March 25, 2002

Mohawk Industries, Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other
Jurisdiction of
Incorporation)

01-19826
(Commission File Number)

52-1604305
(IRS Employer
Identification No.)

P.O. Box 12069
160 S. Industrial Blvd.
Calhoun, Georgia 30701
(Address of Principal Executive Offices)

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

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Item 5. On March 26, 2002, Mohawk issued a press release. A copy of such press release is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9. Regulation FD Disclosure. Additional information of the registrant is attached as Exhibit 99.2 to this report and is incorporated herein by reference. The registrant undertakes no obligation to update this information, including any forward-looking statements, to reflect subsequently occurring events or circumstances.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MOHAWK INDUSTRIES, INC.
(Registrant)

Date: March 26, 2002

By: /s/ Frank Boykin

Name: Frank Boykin
Title: Vice President and
Corporate Controller

MOHAWK INDUSTRIES, INC. ANNOUNCES
PRIVATE PLACEMENT OF NOTES

CALHOUN, Ga., Mohawk Industries, Inc. (NYSE: MHK) today announced that it has agreed to sell \$300 million of its 6.50% senior notes due 2007 and \$400 million of its 7.20% senior notes due 2012 through institutional private placements. Mohawk intends to use the net proceeds from the private placements to repay all outstanding indebtedness, or approximately \$600 million, under Mohawk's bridge credit facility and approximately \$91 million of outstanding indebtedness under Mohawk's revolving credit facility. The consummation of the sale of the notes is subject to customary conditions.

The notes have not been registered under the Securities Act of 1933, as amended, or any state securities laws. Unless so registered, the notes may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the notes in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

The following is supplemental information regarding Mohawk Industries, Inc.

THIS IS NOT AN OFFER TO SELL OUR SECURITIES OR A SOLICITATION OF OFFERS TO BUY OUR SECURITIES.

Unless the context otherwise requires, references in this supplemental information to "we," "us," "our" and similar terms mean Mohawk Industries, Inc. and its subsidiaries and references to the Transactions mean our acquisition of Dal-Tile International Inc. and the financing transactions related to the consummation thereof.

Summary Unaudited Pro Forma Condensed Combined Consolidated Financial
Information

The following table sets forth summary pro forma statement of earnings data and summary pro forma balance sheet data of Mohawk at or for the year ended December 31, 2001 after giving effect to the Transactions, using the purchase method of accounting, as if they occurred on January 1, 2001 for the pro forma statement of earnings data and as of December 31, 2001 for the pro forma balance sheet data. This summary information is derived from Mohawk's unaudited pro forma condensed combined consolidated financial information for these periods. The following table also sets forth summary pro forma other financial data (referred to as "Pro Forma Adjusted") of Mohawk at or for the year ended December 31, 2001 after giving effect to the Transactions, using the purchase method of accounting, and the anticipated refinancing of the \$600 million short-term bridge credit facility entered into as part of the Transactions as if the Transactions and the anticipated refinancing had occurred on January 1, 2001 for the statement of earnings related data and as of December 31, 2001 for the balance sheet related data. In addition, the following table sets forth summary historical financial data of Mohawk and Dal-Tile, which information is derived from the audited historical consolidated financial statements of Mohawk and Dal-Tile. The following table should be read in conjunction with Mohawk's unaudited pro forma condensed combined consolidated financial information included in Mohawk's Current Report on Form 8-K dated March 20, 2002 and the historical consolidated financial statements and the related notes thereto of Mohawk and Dal-Tile, respectively, included in Mohawk's Annual Report on Form 10-K for the fiscal year ended December 31, 2001 and Mohawk's Current Report on Form 8-K dated March 20, 2002, respectively.

| | At or for the Year Ended December 31, 2001 | | |
|--|---|-----------|-----------|
| | Mohawk | Dal-Tile | Pro Forma |
| | (In thousands, except per share data) | | |
| Statement of earnings data: | | | |
| Net sales..... | \$3,445,945 | 1,036,795 | 4,482,740 |
| Cost of sales..... | 2,613,043 | 546,345 | 3,244,595 |
| Gross profit..... | 832,902 | 490,450 | 1,238,145 |
| Selling, general and administrative expenses..... | 505,745 | 341,229 | 761,855 |
| Operating income..... | 327,157 | 149,221 | 476,290 |
| Other expense (income): | | | |
| Interest expense, net..... | 29,787 | 21,448 | 77,814 |
| Other expense..... | 7,780 | 1,616 | 9,396 |
| Other income..... | (1,826) | (2,137) | (3,963) |
| | 35,741 | 20,927 | 83,247 |
| Earnings before income taxes..... | 291,416 | 128,294 | 393,043 |
| Income taxes..... | 102,824 | 49,393 | 142,350 |
| Net earnings..... | \$ 188,592 | 78,901 | 250,693 |
| Diluted earnings per share..... | \$ 3.55 | | 3.79 |
| Weighted-average common and dilutive potential common shares outstanding..... | | | |
| | 53,141 | | 66,181 |

Balance sheet data:

| | | | |
|---|-------------|---------|-----------|
| Total assets..... | \$1,768,485 | 678,422 | 3,775,251 |
| Long-term debt (including current portion)..... | 308,433 | 237,117 | 1,270,000 |
| Stockholders' equity..... | 948,551 | 289,854 | 1,772,549 |

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At or for the Year
Ended December 31, 2001

| | Mohawk | Dal-Tile | Pro Forma |
|---|--------|----------|-----------|
| (In thousands, except per share and ratio data) | | | |

Other financial data:

| | | | |
|---|-----------|---------|---------|
| Capital expenditures(a)..... | \$ 52,913 | 27,207 | 80,120 |
| EBITDA(b)..... | 411,324 | 178,630 | 589,954 |
| Ratio of total long-term debt to EBITDA(b)..... | 0.75 | 1.33 | 2.17 |
| Ratio of EBITDA to interest expense(b)(c)..... | 13.81 | 8.33 | 6.20 |
| Ratio of total long-term debt to total capitalization(d)..... | 0.25 | 0.45 | 0.42 |
| Ratio of EBITDA less capital expenditures to interest expense(a)(b)(c)..... | 12.03 | 7.06 | 5.35 |

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- (1) Capital expenditures is defined as additions to property, plant and equipment.
 - (2) EBITDA is defined as operating income plus depreciation and amortization. EBITDA is presented because we believe it is a useful indicator of our ability to meet debt service and capital expenditure requirements. It is not, however, intended as an alternative measure of operating results or cash flow from operations as determined in accordance with accounting principles generally accepted in the United States. EBITDA is not necessarily comparable to similarly titled measures for other companies.
 - (3) Interest expense with respect to the notes is calculated using an assumed annual interest rate of 6.90%.
 - (4) Total capitalization is defined as the sum of total long-term debt and total stockholders' equity.

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