

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

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**MOHAWK INDUSTRIES, INC.**

*(Exact name of registrant  
as specified in its charter)*

**Delaware**

*(State or other jurisdiction of  
incorporation or organization)*

**52-1604305**

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

**160 S. Industrial Blvd.  
Calhoun, Georgia 30701**

*(Address, including zip code, of Principal Executive Offices)*

**Mohawk Industries, Inc. 2017 Incentive Plan**  
*(Full title of the plan)*

**R. David Patton**

**Vice President-Business Strategy, General Counsel and Secretary  
Mohawk Industries, Inc.  
160 S. Industrial Blvd.  
Calhoun, Georgia 30701  
(706) 629-7721**

*(Name, address, including zip code, and telephone number, including  
area code, of agent for service)*

*Copies to:*

**Paul J. Nozick  
Kerry T. Wenzel  
Alston & Bird LLP  
One Atlantic Center  
1201 W. Peachtree Street  
Atlanta, Georgia 30309  
Telephone: (404) 881-7000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

- |                         |                                                                        |                           |                          |
|-------------------------|------------------------------------------------------------------------|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/>                                    | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |
|                         |                                                                        | Emerging growth company   | <input type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

## CALCULATION OF REGISTRATION FEE

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Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.01 par value	3,000,000 <sup>(1)(2)</sup>	\$ 248.71 <sup>(3)</sup>	\$ 741,130,000 <sup>(3)</sup>	\$ 86,477
Total	3,000,000 <sup>(1)(2)</sup>			\$ 86,477

- (1) Amount to be registered consists of 3,000,000 shares of common stock of Mohawk Industries, Inc. (the “Company”) that may be issued under the Mohawk Industries, Inc. 2017 Incentive Plan (the “Plan”).
- (2) The amount of common stock registered hereunder shall be deemed to include any additional shares issuable as a result of any stock split, stock dividend or other change in the capitalization of the Company.
- (3) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(h), based on the average of the high and low prices of the Company’s common stock reported on the New York Stock Exchange on July 31, 2017.

## **PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

(a) The documents constituting Part I of this Registration Statement under the Securities Act will be sent or given to participants in the Plan as specified by Rule 428(b)(1) under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this form, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

(b) Upon written or oral request, the Company will provide, without charge, the documents incorporated by reference in Item 3 of Part II of this Registration Statement. The documents are incorporated by reference in the Section 10(a) prospectus. The Company will also provide, without charge, upon written or oral request, other documents required to be delivered to employees pursuant to Rule 428(b). Requests for any of the above-mentioned information should be directed to R. David Patton, Vice President-Business Strategy, General Counsel and Secretary at the address and telephone number on the cover page of this Registration Statement.

## **PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

### **Item 3. Incorporation of Documents by Reference.**

The following documents filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are hereby incorporated by reference into this Registration Statement and deemed to be a part hereof:

- (1) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed on February 27, 2017;
- (2) The Company's Quarterly Reports on Form 10-Q for the quarter ended April 1, 2017, filed on May 5, 2017, and the quarter ended July 1, 2017, filed on August 4, 2017;
- (3) The Company's Current Reports on Form 8-K, filed on March 13, 2017 and May 22, 2017;
- (4) The description of the Company's common stock contained in its Registration Statement on Form 8-A filed on January 29, 1992, including any amendment or report filed for purposes of updating such description; and
- (5) All other documents subsequently filed by the Company pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities that remain unsold (except for information furnished to the Commission that is not deemed to be "filed" for purposes of the Exchange Act).

Any statement contained in a document incorporated or deemed incorporated herein by reference shall be deemed to be modified or superseded for the purpose of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is, or is deemed to be, incorporated herein by reference modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

### **Item 4. Description of Securities.**

Not Applicable.

### **Item 5. Interests of Named Experts and Counsel.**

Not Applicable.

### **Item 6. Indemnification of Directors and Officers.**

Article 11 of the Company's Restated Certificate of Incorporation contains a provision, permitted by Section 102(b)(7) of the Delaware General Corporation Law (the "DGCL"), limiting the personal monetary liability of directors for breach of fiduciary duty as a director. This provision and Delaware law provides that the provision does not eliminate or limit liability for:

- any breach of the director's duty of loyalty to the Company or its stockholders;
- acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- unlawful payments of dividends or unlawful stock repurchases or redemptions, as provided in Section 174 of the DGCL; or
- any transaction from which the director derived an improper benefit.

Section 145 of the DGCL permits indemnification against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with actions, suits or proceedings in which a director, officer, employee or agent is a party by reason of the fact that he or she is or was such a director, officer, employee or agent, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. However, in connection with actions by or in the right of the corporation, such indemnification is not permitted if such person has been adjudged liable to the corporation unless the court determines that, under all of the circumstances, such person is nonetheless fairly and reasonably entitled to indemnity for such expenses as the court deems proper. Article 12 of the Company's Restated Certificate of Incorporation provides for such indemnification.

Section 145 of the DGCL also permits a corporation to purchase and maintain insurance on behalf of its directors and officers against any liability that may be asserted against, or incurred by, such persons in their capacities as directors or officers of the corporation whether or not the corporation would have the power to indemnify such persons against such liabilities under the provisions of such sections. The Company has purchased such insurance.

Section 145 of the DGCL further provides that the statutory provision is not exclusive of any other right to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of stockholders or independent directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.

Article XII of the Company's Restated Bylaws contains provisions regarding indemnification that parallel those described above.

**Item 7. Exemption from Registration Claimed.**

Not Applicable.

**Item 8. Exhibits.**

See Exhibit Index, which is incorporated here by this reference.

**Item 9. Undertakings.**

(a) The undersigned Company hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Exchange Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Calhoun, State of Georgia, on August 4, 2017.

### MOHAWK INDUSTRIES, INC.

By: /s/ Jeffrey S. Lorberbaum  
Jeffrey S. Lorberbaum  
Chairman and Chief Executive Officer

## POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Jeffrey S. Lorberbaum or R. David Patton his or her true and lawful attorney-in-fact and agents, with full power of substitution and resubstitution for him or her, in any and all capacities, to sign any or all amendments to the Registration Statement (including, but not limited to, post-effective amendments), which amendments may make such changes in and additions to the Registration Statement as such attorney-in-fact may deem necessary or appropriate, and to file the same, with exhibits thereto and other documents in connection therewith, with the Commission, granting unto such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that such attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<b><u>Signatures</u></b>	<b><u>Date</u></b>
<u>/s/ JEFFREY S. LORBERBAUM</u> Jeffrey S. Lorberbaum <i>Chairman of the Board and Chief Executive Officer</i> <i>(Principal Executive Officer)</i>	<u>August 4, 2017</u>
<u>/s/ FRANK H. BOYKIN</u> Frank H. Boykin <i>Chief Financial Officer and Vice President - Finance</i> <i>(Principal Financial Officer)</i>	<u>August 4, 2017</u>
<u>/s/ JAMES F. BRUNK</u> James F. Brunk <i>Vice President and Corporate Controller</i> <i>(Principal Accounting Officer)</i>	<u>August 4, 2017</u>
<u>/s/ FILIP BALCAEN</u> Filip Balcaen <i>Director</i>	<u>August 4, 2017</u>
<u>/s/ BRUCE C. BRUCKMANN</u> Bruce C. Bruckmann <i>Director</i>	<u>August 4, 2017</u>

/s/ FRANS DE COCK

Frans De Cock

*Director*

August 4, 2017

/s/ RICHARD C. ILL

Richard C. Ill

*Director*

August 4, 2017

/s/ JOSEPH A. ONORATO

Joseph A. Onorato

*Director*

August 4, 2017

/s/ WILLIAM H. RUNGE III

William H. Runge III

*Director*

August 4, 2017

/s/ KAREN A. SMITH BOGART

Karen A. Smith Bogart

*Director*

August 4, 2017

/s/ W. CHRISTOPHER WELLBORN

W. Christopher Wellborn

*Director*

August 4, 2017

**EXHIBIT INDEX  
TO  
REGISTRATION STATEMENT ON FORM S-8**

<u>Exhibit Number</u>	<u>Description</u>
4.1	Restated Certificate of Incorporation of the Company, as amended. (Incorporated herein by reference to Exhibit 3.1 in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1998.)
4.2	Restated Bylaws of the Company. (Incorporated herein by reference to Exhibit 3.1 in the Company's Report on Form 8-K dated February 19, 2016.)
5.1	Opinion of Alston & Bird LLP
23.1	Consent of KPMG LLP
23.2	Consent of Alston & Bird LLP. (Included in Exhibit 5.1.)
24.1	Power of Attorney. (Included on signature page.)
99.1	Mohawk Industries, Inc. 2017 Incentive Plan. (Incorporated herein by reference to Annex B of the Company's Definitive Proxy Statement on Schedule 14A (File No. 001-13697) filed with the Securities and Exchange Commission on April 6, 2017.)

August 4, 2017

Mohawk Industries, Inc.  
160 S. Industrial Blvd.  
Calhoun, GA 30701

Registration Statement on Form S-8 -  
Re: Mohawk Industries, Inc. 2017 Incentive Plan

Ladies and Gentlemen:

We have acted as counsel to Mohawk Industries, Inc., a Delaware corporation (the "Company"), in connection with the above-referenced Registration Statement on Form S-8 (the "Registration Statement") to be filed on the date hereof by the Company with the Securities and Exchange Commission (the "Commission") to register under the Securities Act of 1933, as amended (the "Securities Act"), 3,000,000 shares of the Company's common stock, \$0.01 par value per share (the "Shares"), which may be issued by the Company upon the grant, exercise, settlement or purchase of awards pursuant to the Mohawk Industries, Inc. 2017 Incentive Plan (the "Plan"). We are furnishing this opinion letter pursuant to Item 8 of Form S-8 and Item 601(b)(5) of Regulation S-K under the Securities Act.

In connection with our opinion below, we have examined the Restated Certificate of Incorporation of the Company, as amended, the Restated Bylaws of the Company, records of proceedings of the Board of Directors and the stockholders of the Company deemed by us to be relevant to this opinion letter, the Plan and the Registration Statement. We also have made such further legal and factual examinations and investigations as we deemed necessary for purposes of expressing the opinion set forth herein. In our examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as original documents and the conformity to original documents of all documents submitted to us as certified, conformed, facsimile, electronic or photostatic copies.

As to certain factual matters relevant to this opinion letter, we have relied conclusively upon originals or copies, certified or otherwise identified to our satisfaction, of such other records, agreements, documents and instruments, including certificates or comparable documents of officers of the Company and of public officials, as we have deemed appropriate as a basis for the opinion hereinafter set forth. Except to the extent expressly set forth herein, we have made no independent investigations with regard to matters of fact, and, accordingly, we do not express any opinion as to matters that might have been disclosed by independent verification.

Our opinion set forth below is limited to the Delaware General Corporation Law, applicable provisions of the Constitution of the State of Delaware and reported judicial decisions interpreting such General Corporation Law and Constitution that, in our professional judgment, are normally applicable to transactions of the type contemplated by the Plan, and we do not express any opinion herein concerning any other laws.

This opinion letter is provided for use in connection with the transactions contemplated by the Registration Statement and may not be used, circulated, quoted or otherwise relied upon for any other purpose without our express written consent. The only opinion rendered by us consists of those matters set forth in the sixth paragraph hereof, and no opinion may be implied or inferred beyond the opinion expressly stated. This opinion letter is rendered as of the date hereof and we make no undertaking and expressly disclaim any duty to supplement or update the opinions rendered herein, if, after the date hereof, facts or circumstances come to our attention or changes in the law occur which could affect such opinions. We note specifically that the Shares may be issued from time to time hereafter, and our opinion is limited to the applicable laws, including the related rules and regulations, as in effect on the date hereof.

Based on the foregoing, it is our opinion that the Shares to be issued under the Plan are duly authorized, and, when issued by the Company in accordance with the terms of the Plan, will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion letter as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Sincerely,

ALSTON & BIRD LLP

By: /s/ Paul J. Nozick  
Paul J. Nozick, Partner

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Mohawk Industries, Inc.:

We consent to the use of our reports with respect to the consolidated financial statements and the effectiveness of internal control over financial reporting incorporated by reference herein.

/s/ KPMG LLP

Atlanta, Georgia  
August 4, 2017