

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

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

**Unifi, Inc.**

(Name of Issuer)

Common Stock  
(Title of Class of Securities)

904677 10 1  
(CUSIP Number)

Dillon Yarn Corporation

Stephen Wener, CEO  
55 East 34<sup>th</sup> Street  
Paterson, NJ 07514  
(973) 684-1600

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 31, 2008  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d -1(e), 240.13d -1(f) or 240.13d -1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* 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 disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purposes 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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<b>1</b>	NAMES OF REPORTING PERSONS  Dillon Yarn Corporation	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS (SEE INSTRUCTIONS)  OO	
<b>5</b>	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  South Carolina	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER  5,555,555
	<b>8</b>	SHARED VOTING POWER  0
	<b>9</b>	SOLE DISPOSITIVE POWER  5,555,555
	<b>10</b>	SHARED DISPOSITIVE POWER  0
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  5,555,555	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  8.95%	
<b>14</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  CO	

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**Item 1. Security and Issuer**

This Amendment No. 1 to Schedule 13D relates to the common stock, par value \$0.10 per share (the "Common Stock") of Unifi, Inc., a New York corporation (the "Issuer").

Item 5 of the Schedule 13D is hereby amended as follows:

**Item 5. Interest in Securities of the Issuer**

(a) As of the close of business on December 31, 2008, the Reporting Person beneficially owned 5,555,555 shares, constituting approximately 8.95% of the shares outstanding of Common Stock of the Issuer. The percentage of Common Stock of the Issuer beneficially owned by the Reporting Person is based upon 62,057,300 shares outstanding, which is the total number of shares outstanding as of November 3, 2008 as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended September 28, 2008, filed with the Securities and Exchange Commission on November 7, 2008.

(b) See paragraph (a) above.

(c) None

(d) None.

(e) Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DILLON YARN CORPORATION

Date: January 29, 2009

By: /s/ Steven Wener  
Name: Stephen Wener  
Title: Chief Executive Officer