

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):
March 19, 2013

UNIFI, INC.

(Exact name of registrant as specified in its charter)

New York
(State or Other Jurisdiction of Incorporation)

1-10542
(Commission File Number)

11-2165495
(IRS Employer Identification No.)

7201 West Friendly Avenue
Greensboro, North Carolina
(Address of Principal Executive Offices)

27410
(Zip Code)

Registrant's telephone number, including area code: **(336) 294-4410**

Not Applicable

(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:

- Written communications pursuant to Rule 425 under the 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 (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 7.01.**REGULATION FD DISCLOSURE**

Ronald L. Smith, Vice President and Chief Financial Officer of the Registrant is scheduled to provide a presentation at the Seventeenth Annual Emerging Growth Institutional Forum on March 19, 2013 in New York City, and will again provide the presentation during a series of investor briefings beginning on March 19, 2013 in New York City. The slide package prepared for use for these presentations is attached hereto as Exhibit 99.1. All of the information presented is presented as of the date hereof, and the Registrant does not assume any obligation to update such information in the future.

The information included in the preceding paragraph, as well as the exhibit referenced therein, shall not be deemed "filed" for purposes 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.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**(d) Exhibits.****EXHIBIT NO.****DESCRIPTION OF EXHIBIT**

99.1

Slide Package prepared for use in connection with the Registrant's presentations beginning on March 19, 2013.

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.

UNIFI, INC.

By: /s/ CHARLES F. MCCOY

Charles F. McCoy

Vice President, Secretary and General Counsel

Dated: March 19, 2013

INDEX TO EXHIBITS

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Seventeenth Annual Emerging Growth
Institutional Investor Forum
March 18-19, 2013

Cautionary Statement

Certain statements included herein contain forward-looking statements within the meaning of federal securities laws about the financial condition and results of operations of Unifi, Inc. (the "Company") that are based on management's current expectations, estimates and projections about the markets in which the Company operates, as well as management's beliefs and assumptions. Words such as "expects," "anticipates," "believes," "estimates," variations of such words and other similar expressions are intended to identify such forward-looking statements. In addition, forward-looking statements include information about the Company's future business strategy. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions, which are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in, or implied by, such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's judgment only as of the date hereof. The Company undertakes no obligation to update publicly any of these forward-looking statements to reflect new information, future events or otherwise.

Factors that may cause actual outcome and results to differ materially from those expressed in, or implied by, these forward-looking statements include, but are not necessarily limited to, availability, sourcing and pricing of raw materials, the success of our subsidiaries, pressures on sales prices and volumes due to competition and economic conditions, reliance on and financial viability of significant customers, operating performance of subsidiaries, joint ventures, alliances and other equity investments, technological advancements, employee relations, changes in construction spending, capital expenditures and long-term investments (including those related to unforeseen acquisition opportunities), continued availability of financial resources through financing arrangements and operations, market price of the Company's stock, restrictions imposed by the Company's credit facility, outcomes of pending or threatened legal proceedings, negotiations of new or modifications of existing contracts for asset management and for property construction and acquisition, regulations governing tax laws, other governmental and authoritative bodies' policies and legislation, and proceeds received from the sale of assets held for disposal. In addition to these representative factors, forward-looking statements could be impacted by general domestic and international economic and industry conditions in the markets where the Company competes, such as changes in currency exchange rates, interest and inflation rates, recession and other economic and political factors over which the Company has no control. Other risks and uncertainties may be described from time to time in the Company's other reports and filings with the Securities and Exchange Commission.

Unifi Overview

Company Overview

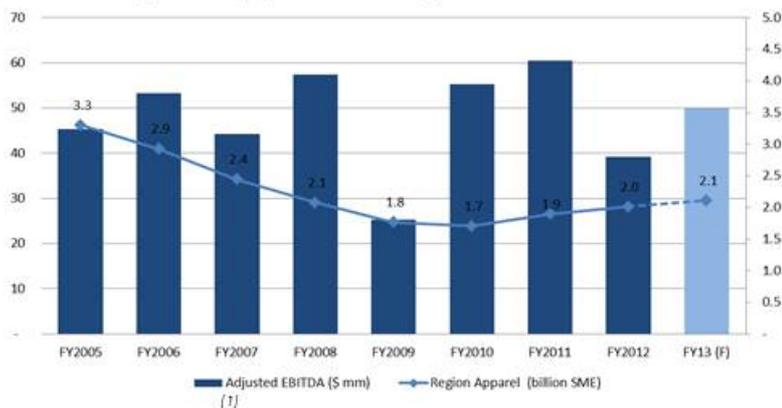
Unifi, Inc. is a diversified producer and processor of multi-filament polyester and nylon yarns.

- The Company's product offerings include specialty and premier value-added yarns with enhanced performance characteristics
- The Company sells to other yarn manufacturers, knitters and weavers that produce fabric for the apparel, hosiery, furnishings, industrial and other end-use markets; primarily in North American region

Well-established downstream partners



Regional Apparel and Adjusted EBITDA Trends



Valuable Equity Affiliate Partnerships

- 34% investment in Parkdale America LLC
A \$1 billion cotton spinning joint venture
- Strategic investment in Nylon spinning operations
U.S. and Israeli joint ventures

(1) Adjusted EBITDA excludes earnings from Parkdale America LLC and other unconsolidated equity affiliates
 (F) Adjusted EBITDA guidance provided on January 23rd, 2013 Earnings Conference Call



Market and Company Overview

Our Manufacturing Process



PET and rPET* Chip



POY Manufacturing



Yarn Texturing

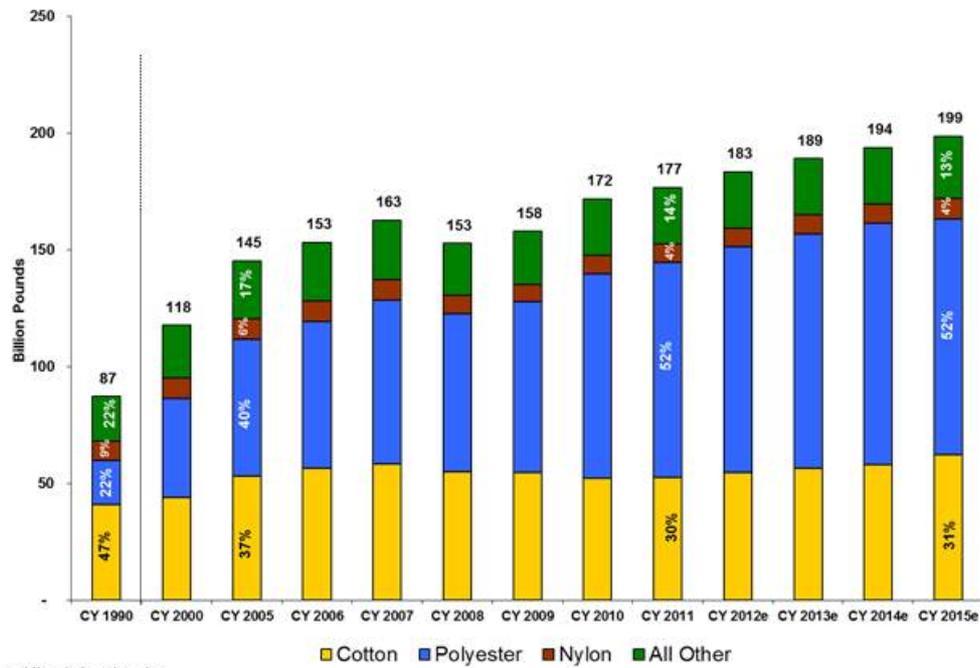


Value-Added Processes –
Dyeing, Covering, Twisting,
Beaming, Solution and
Package Dyed

*rPET chip is made from recycled bottle flakes

Growing Global Textile Fibers Market

Global consumption of textile fibers grows based on population and affluence

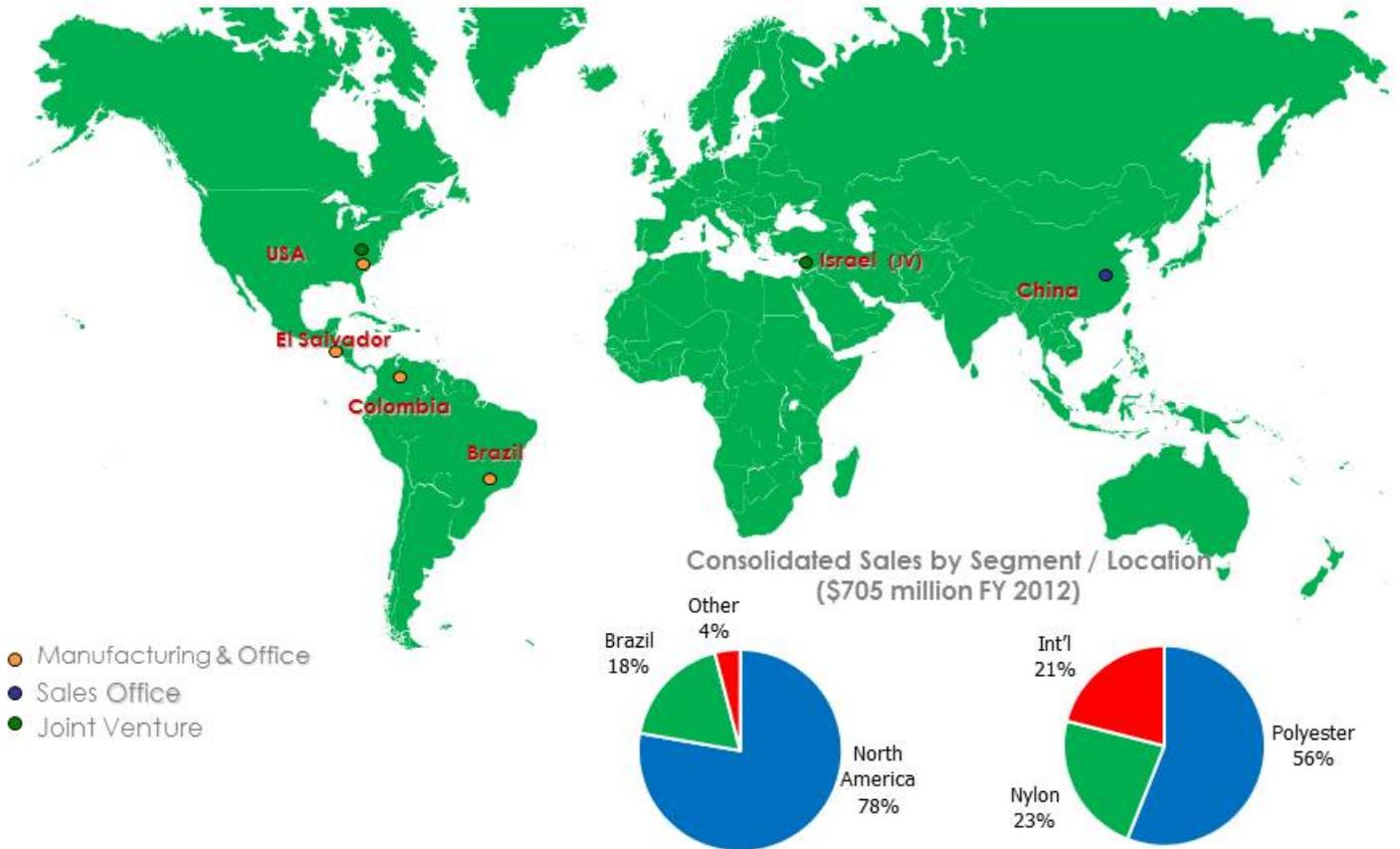


Global Textile Markets

- Approximately 180 billion pounds of textile fibers sold annually
- 2% to 3% annual growth in global textile fibers projected from 2011 to 2020
- 3% to 4% annual growth in global polyester fibers projected from 2011 to 2020
- Polyester fibers' growth in market share: 22% in 1990 and 52% in 2011
 - Superior functionality compared to commodity fibers like cotton
 - Man-made fibers allow more acreage for food supply in countries like China

Source: PCI Fibers

Who We Are

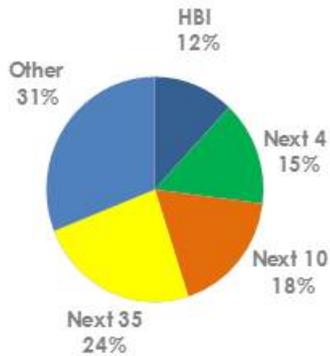


Our assets are well-positioned to leverage regional & global growth in synthetics

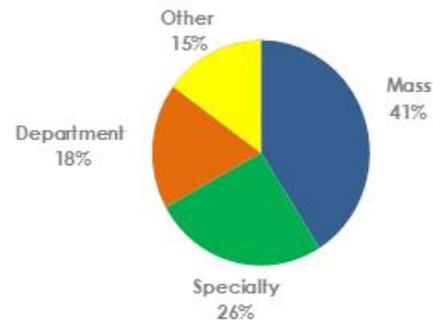
U.S. Customer & Channel Segmentation – FY 2012

Strong diversity of customer base and distribution channels

U.S. Sales by Customer



Distribution Channel ⁽¹⁾

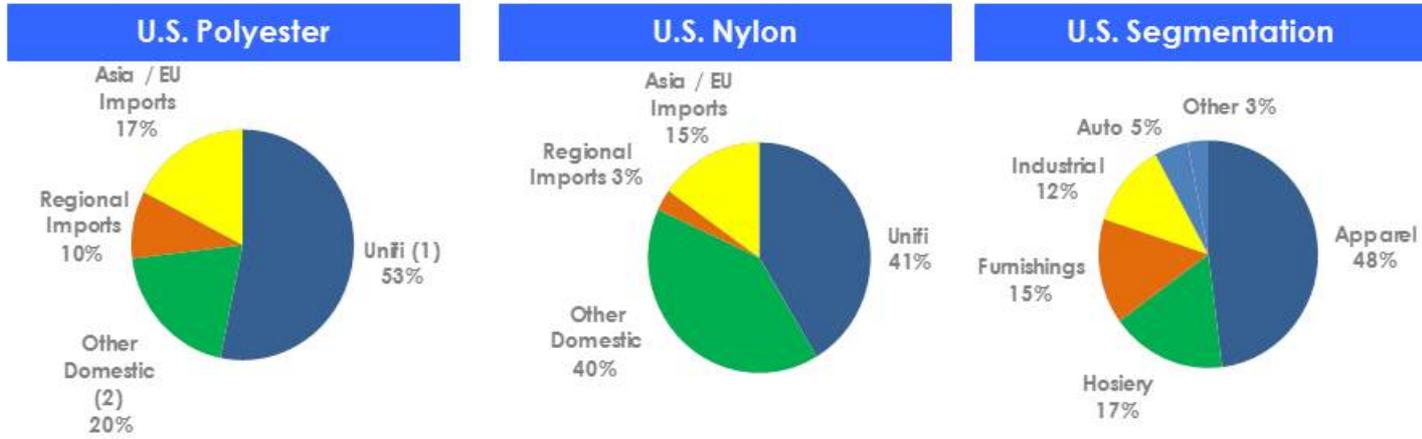


- Fiber/yarn demanded by wide variety of customers
 - Approximately 420 polyester customers and approximately 170 nylon customers served from U.S. operations
 - Top 5 U.S. customers include:
 - Polyester : Milliken, Polartec, Glen Raven, American & Efird and International Textile Group
 - Nylon: Hanesbrands (HBI), Acme-McCrory, Niki Viki, Doris Hosliery and Kayser Roth Hosliery
 - In fiscal 2012, Hanesbrands accounted for 12% of U.S. sales (9.3% of consolidated sales)
 - Top 50 customers in the U.S. represent 69% of U.S. net sales

⁽¹⁾ Estimates for combined Apparel and Hosiery segments

Leading Market Position – FY 2012

Regional leader in processing of multi-filament polyester and nylon yarns



Commentary

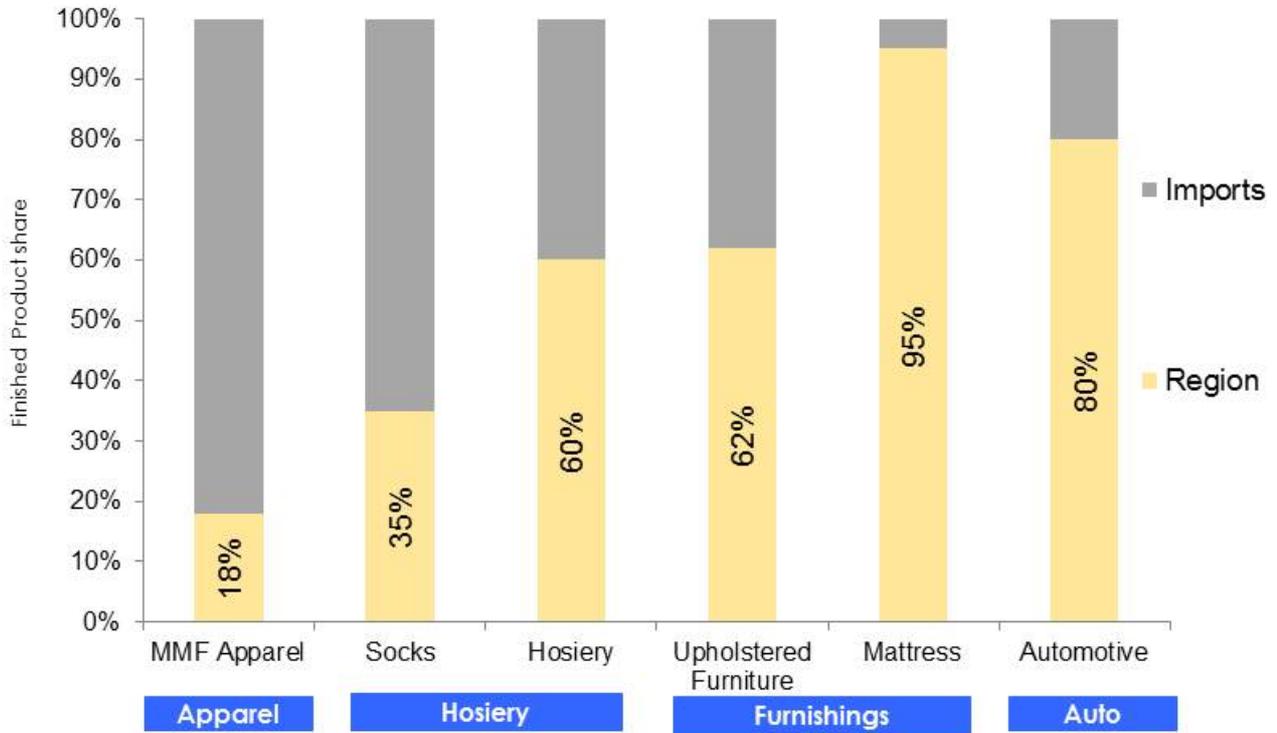
- ❑ Diversified yarn supplier with strong yarn market share across multiple product offerings
- ❑ One of few regional producers of compliant yarns utilized in NAFTA, CAFTA and Berry amendment apparel programs
- ❑ Diverse product offering sells into the apparel, hosiery, furnishings, automotive and industrial markets

(1) Polyester market position includes Unifi sales of Polyester Textured Yarn, Draw Warp, and POY, external sales to other US domestic DTY producers

(2) Other domestic competition sales exclude Polyester Textured Yarn and Draw Warp made with Unifi POY

Source: Unifi Internal Estimates for FY 2012

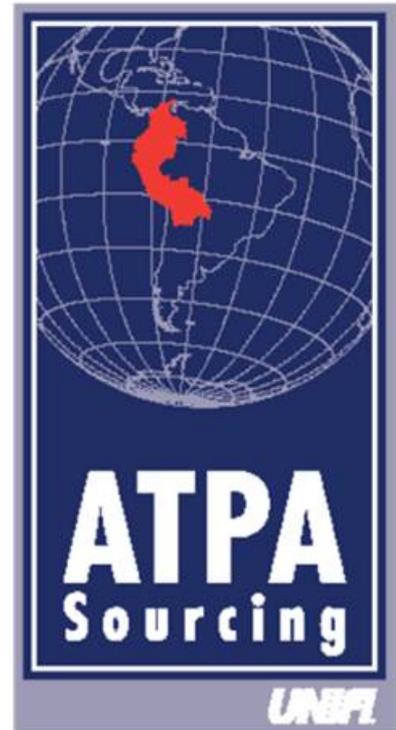
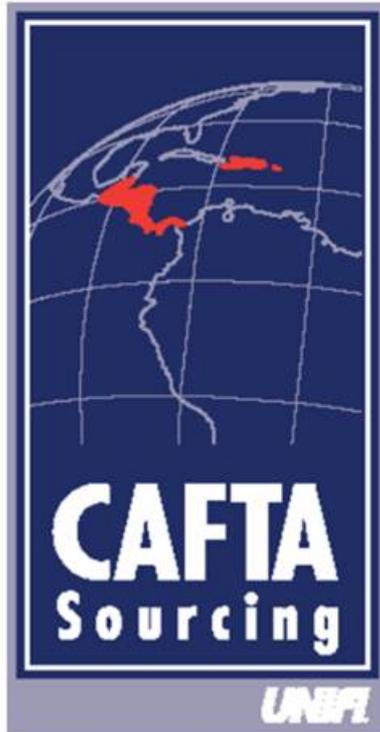
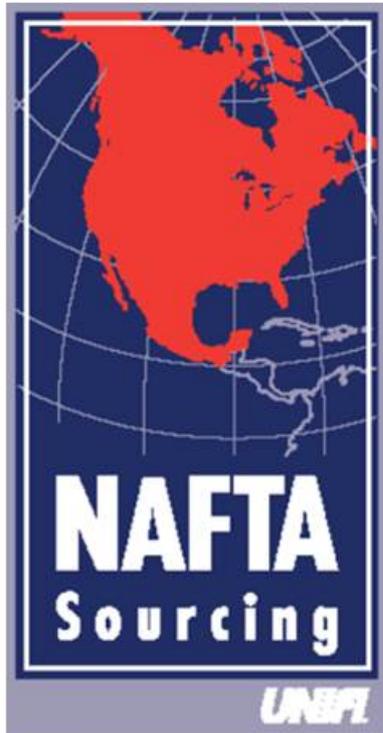
Regional Share of U.S. Retail Consumption



Our Region... an essential part of the retail supply base

Source: Unifi Internal Estimates

Regional Markets and Segments



NAFTA countries: U.S., Mexico, Canada

CAFTA countries: U.S., El Salvador, Honduras, Costa Rica, Guatemala, Nicaragua, Dominican Republic

ATPA countries: U.S., Colombia, Bolivia, Ecuador, Peru

Regional trade and diverse market segments provide competitive advantages

Regional Competitive Advantages

Competitive cost

- Duty-free benefits of up to 32% on synthetic garments
- Greater labor productivity than most other yarn suppliers
- Higher inflation in China/Asia

Faster supply and flexibility

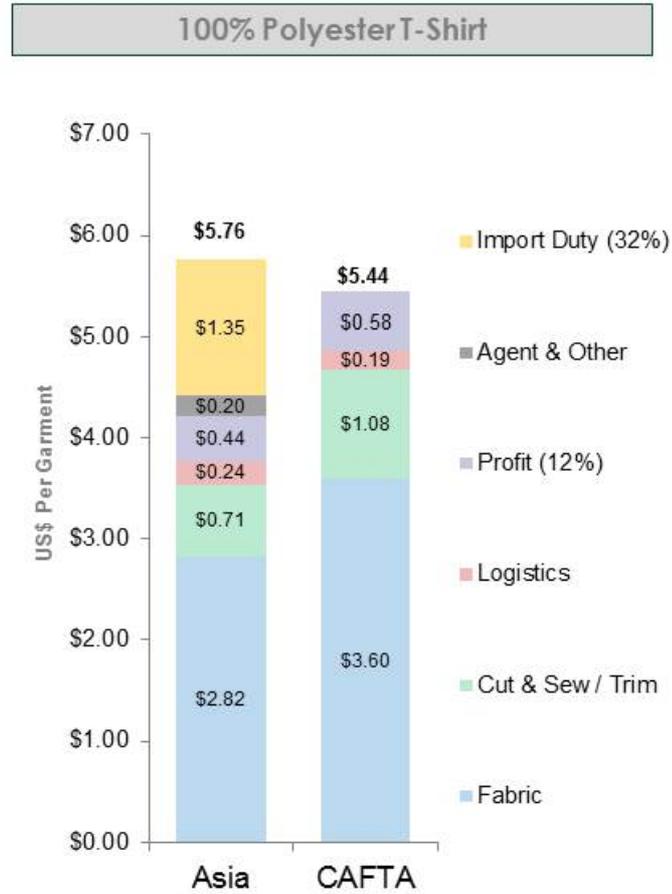
- Shorter lead times of 6 to 7 weeks from “order” to “U.S. distribution” versus 13 to 17 weeks from various Asian regions
- Faster response to fashion trends and replenishment needs
- Convenient to reach, monitor and communicate

Working capital benefits

- Shorter lead time creates lower inventories
- Better cash flow

Innovation

- Differentiated fibers that apply to various end-use products
- High-quality for critical applications
- Regional development efforts accelerate speed to market

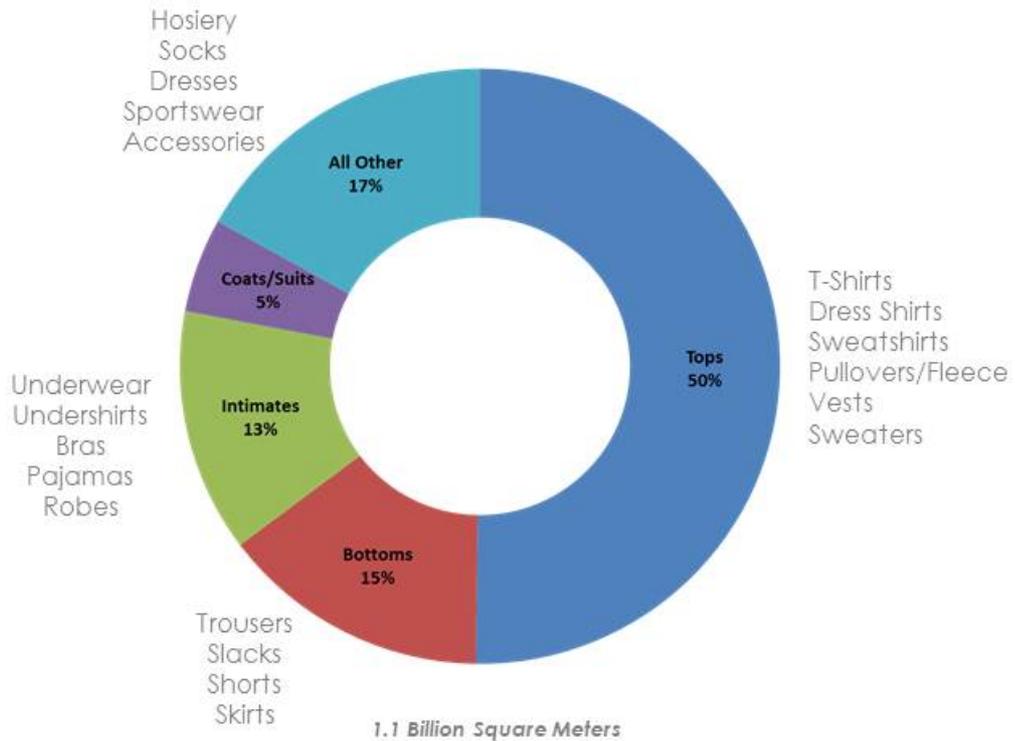


Source: Unifi Internal Estimates

Region: Competitive, Speed, and Convenience

CAFTA-DR: Many Apparel Categories

2012 Estimates– U.S. Synthetic Apparel Supply from CAFTA- DR



This region boasts a broad-range of existing and emerging capabilities

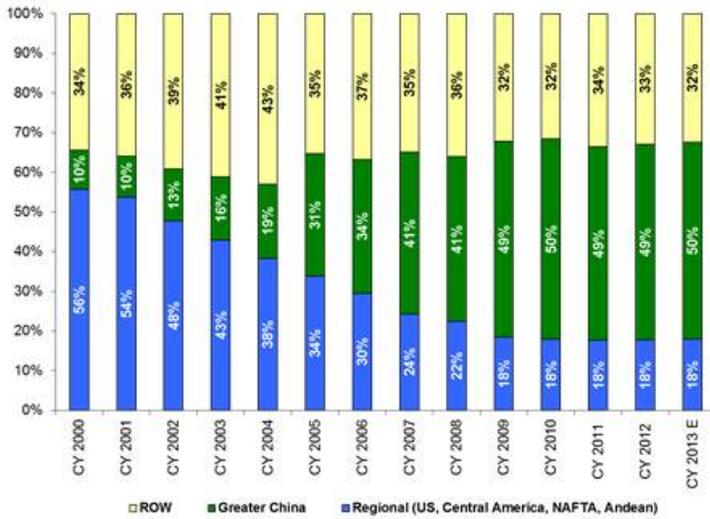
Source: Unifi Internal Estimates



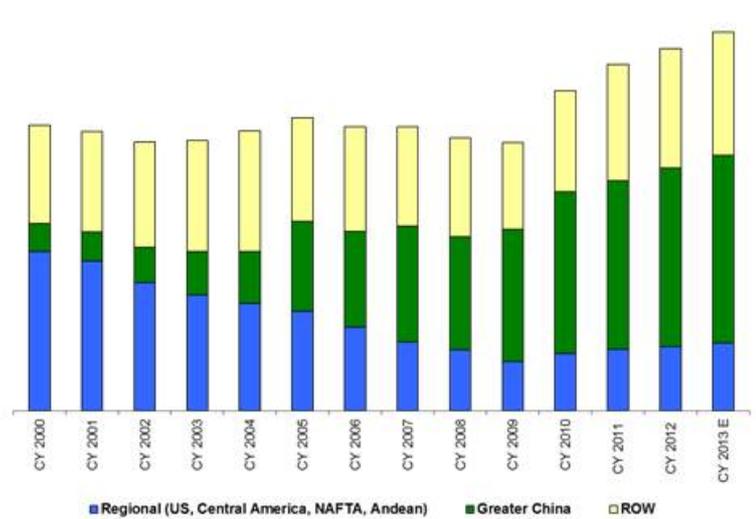
Operating Environment

U.S. Synthetic Apparel Sourcing Trends

Supply Share by Region



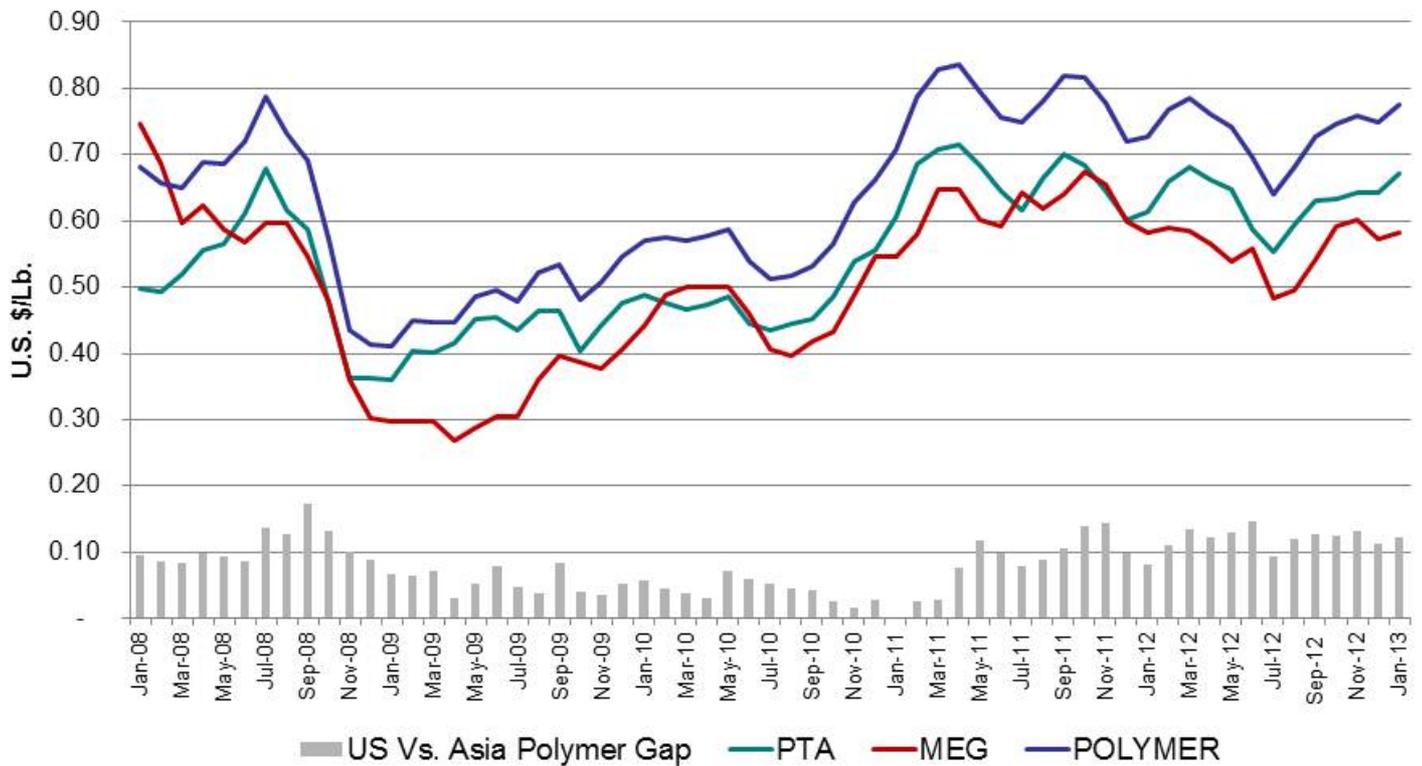
Supply in Square Meter Equivalents



Regional units 9% CAGR from 2009 to 2012 - Expected to grow 5% to 6% in 2013

Source: Internal Estimates, Federal Reserve, OTEXA, and Census Bureau

North America – Polyester Raw Material Trends



Continuing raw material volatility puts pressure on our business to review and adjust our pricing strategy on a regular basis

Source: PCI Fibers, Unifi internal estimates

PX (Paraxylene): Global Supply/Demand = Tight



- CY 2012 was one of the tightest supply periods for Paraxylene globally leading to an 88% operating rate - highest rate since 2007.
- Tight supply of Paraxylene is expected to continue during CY 2013 with supply relief expected from CY 2014 onwards.

Source: PCI Fibers



Business Strategy

Our Business Strategy

- ❑ Drive financial improvement to our core business through a rigorous and disciplined improvement process
- ❑ Enrich our product mix by aggressively growing our Premier Value-Added products and our market share of compliant yarns
- ❑ Enhance our existing business through strategic investment in growth opportunities, including:
 - Profitably increasing our yarn sales in global growth markets, such as Central America, Brazil and China
 - Select growth opportunities related to our core business
- ❑ Derive value from sustainability based initiatives, especially Repreve Polyester and Nylon

Our PVA Brands

UNIFI
Brands

performance & protection	eco-friendly	touch & texture
<ul style="list-style-type: none"> • alo[®] all-season performance yarns • Sorbtek[®] moisture management yarns • A.M.Y.[®] antimicrobial yarns • retlexx[®] stretch yarns • mynx[®] UV protective yarns • Inhibit[®] flame retardant yarns • satura[®]max solution dyed performance yarns 	<ul style="list-style-type: none"> • REPEVE[®] recycled yarns • satura[®]•• solution dyed yarns 	<ul style="list-style-type: none"> • novva[®] bright yarns • augusta[®] natural touch yarns • Sultra[®]•• ultrafelt yarns • eclipse[®] stratodirect yarns • Sedera[®] polyester • softec[®] polyester • DACRON[®] polyester • MicroVista[®]•••• microfiber yarns

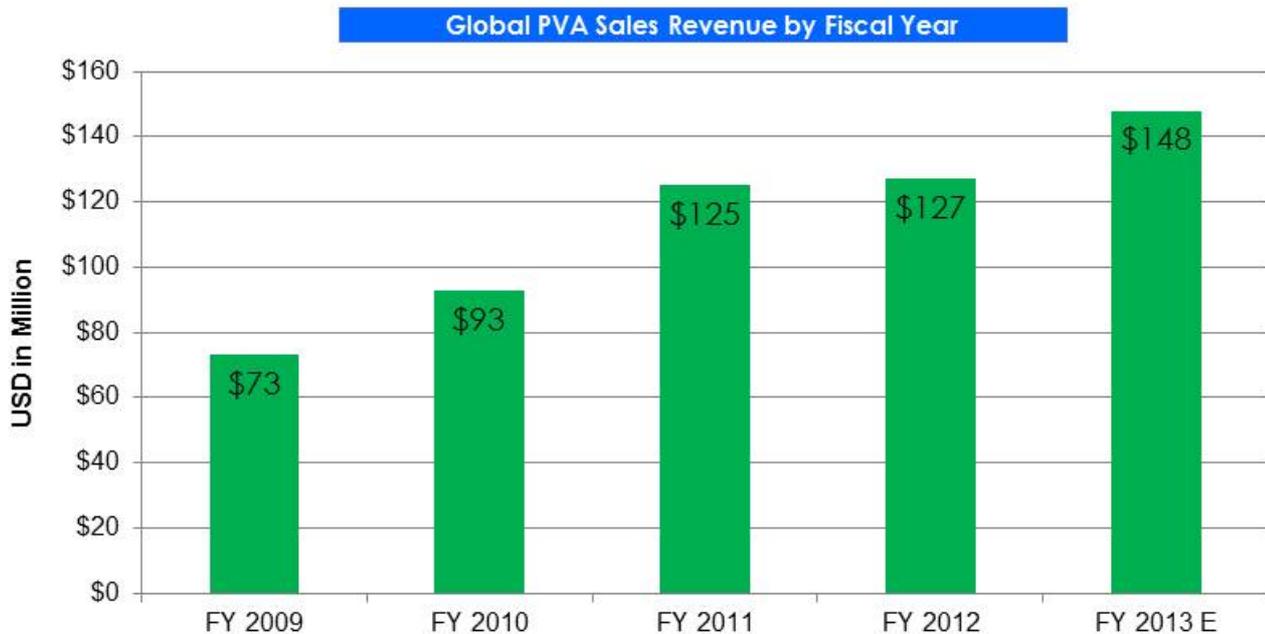
• Dacron® is a trademark for polyester licensed to Unifi, Inc.
• Softec™ is a trademark for polyester licensed to Unifi, Inc.

www.unifi.com • Available through Yihua Unifi | • Available in POY

Branded/PVA Product Success

Premier Value-Added products are key for future growth

- PVA portfolio represented approximately 18% of consolidated sales in fiscal 2012
- Products utilized in apparel, contract, home furnishings, military, socks and hospitality end uses
- Steady investment in R&D and commercialization of PVA products remains a strategic priority



PVA target: Double as a percent of total sales from FY10 to FY14

Source: Unifi internal estimates

Corporate Sustainability

- Long history of sustainability
 - On-site environmental team constantly reviews every aspect of manufacturing to see how we can reduce, reuse and conserve
 - Use of returnable packaging
 - All U.S. operations landfill free
 - Sustainable textile solutions and REPREEVE



REPREVE[®]

RECYCLING CENTER

Commitment to Innovation



REP REVE®

IT'S WHAT'S IN IT™

Made from recycled materials; including post-consumer plastic bottles & post-industrial fiber waste

- Product Transparency & Authenticity
 - SCS Certified for recycled content claims; Oeko-Tex certified
 - **U|TRUST** VERIFICATION PROGRAM Program provides transparency throughout the supply chain with Unifi's unique & proprietary Fiberprint™ Technology
- Consistent Quality; Drop-in replacement
- Reputation
 - Avoid risking your reputation on false environmental claims
- Available Globally
- One Brand; Many Product Options
 - Filament Polyester & Nylon, Staple Polyester
 - Filament Performance Products; REP REVE Solution Dye, FR, Package Dyed, Moisture Management, etc.
 - PCR Chip



REPREVE. IT'S WHAT'S IN IT.
 USED BY THE WORLD'S MOST RESPECTED BRANDS.

patagonia



haggar

belk



MOHAWK



Eddie Bauer

KOHL'S

★macy's

NORRØNA



ECO SWIM™
 BY AQUA GREEN™



MARKS &
 SPENCER

POLARTEC

HON.

vitamin A.

IZOD

JCPenney



Sears

ETHAN ALLEN



HERFF JONES.

H&M



Allsteel

QUIKSILVER

OAK HALL CAP & GOWN

Walmart



REPREVE®

IT'S WHAT'S IN IT™

MAKING X GAMES GREENER

Repreve went to X Games Aspen 2013. And started a green movement. Our sponsorship campaign—as the event's proud recycling partner—encouraged millions of eco-conscious consumers to lighten their impact—by recycling more and by choosing products made with Repreve recycled fiber.

GOING SOCIAL

We engaged fans at home via Facebook, Twitter, and other social media. Fans could enter a giveaway and were also invited to lighten their impact with a pledge to recycle plastic bottles.



PROUD
RECYCLING
PARTNER



GAMES
ASPEN



ON-SITE PRESENCE

Repreve-branded recycling stations throughout the X Games reinforced the importance of recycling. On-course logos were seen on the television broadcast.

A SIMPLE GREEN ICON

Repreve, an essential ingredient that contains recycled plastic bottles, is what's in a lot of products... that makes them green. To make it more tangible, the campaign centered on a Repreve green fleece beanie containing 6 recycled plastic bottles.



MEDIA MIX

Advertising included TV, digital banner ads, and radio, emphasizing the importance of working together to create a reprieve for the planet by joining the Repreve green movement.



A SEA OF GREEN BEANIES

We gave away 10,000 Repreve green beanies, and lucky recipients could win more prizes just by wearing the hat on site. By Sunday night's broadcast, the X Games audience was a sea of green beanies—a not-to-be-missed symbol of people's awareness of, and commitment to, recycling.

A WINNING AMBASSADOR

Elena Hight, two-time U.S. Olympic competitor and X Games Superpipe medalist, appeared in our TV spot, in digital ads, press interviews, and at our booth for autographs and photo ops.



Repreve, the R design, and 6's affinity to new treatments of LLDPE, Repreve is registered in the U.S. and other regions.



Financial Overview

Debt and Liquidity Trends

(Amounts in millions, except percentages)	<u>Jun-10</u>	<u>Jun-11</u>	<u>Jun-12</u>	<u>Dec-12</u>	<u>Jun-13</u> (Forecast-1)
Cash	\$ 43	\$ 27	\$ 11	\$ 15	\$ 15
Revolver Availability, net	74	52	38	35	47
Total Liquidity	\$ 117	\$ 79	\$ 49	\$ 51	\$ 62
2014 Notes Payable (11.5%)	\$ 179	\$ 134	\$ -	\$ -	\$ -
Revolving Credit Facility	-	35	-	-	-
ABL Revolver	-	-	51	44	38
ABL Term	-	-	50	46	43
Term B Loan	-	-	21	14	-
Other	1	0	0	2	2
Total Debt	\$ 179	\$ 169	\$ 122	\$ 107	\$ 83
Less: Cash	(43)	(27)	(11)	(15)	(15)
Net Debt	\$ 137	\$ 141	\$ 111	\$ 91	\$ 69
YTD weighted average interest rate	11.9%	11.0%	9.8%	4.1%	3.7%

- Portions of LIBOR debt hedged through May 2017 at approximately 3.3%
 - \$85 mm hedged through August 2013; reduced by \$5 mm/quarter through February 2015
 - \$50 mm hedged from February 2015 to May 2017

(1) Forecast based on management's internal estimates for the remainder of the fiscal year ended June 30, 2013, excluding any impact of potential uses of cash for share repurchases

Long-Term Capital Structure - \$150 mm ABL Facility

Unifi refinanced debt structure in May 2012 to extend the maturity profile of its indebtedness at reduced interest costs, while providing the availability and flexibility needed to execute its strategic objectives

\$100 mm ABL Revolver

- Revolving Credit Facility - Matures May 2017
- Interest based on LIBOR + 175 bps to 225 bps
- Borrowing availability based on eligible working capital
- No on-going maintenance covenants, as long as availability exceeds 15% of Revolver
- No restricted payment limitations, as long as
 - Availability exceeds \$20 mm, or
 - Availability exceeds \$10 mm and pro forma FCCR exceeds 1.0
- \$50 mm must be hedged, if total debt outstanding exceeds \$75 mm

\$50 mm ABL Term Loan

- Term Loan - Matures May 2017
- Interest based on LIBOR + 225 bps to 275 bps
- \$1.8 mm quarterly principal payments with \$16 mm balloon payment at maturity
- Fully pre-payable at par
- No on-going maintenance covenants, as long as availability exceeds 15% of Revolver
- No restricted payment limitations, as long as
 - Availability exceeds \$20 mm, or
 - Availability exceeds \$10 mm and pro forma FCCR exceeds 1.0

Capital Allocation Strategy

- ❑ Achieve and maintain targeted net debt level

- ❑ Appropriately fund our business strategy
 - Working capital and capital expenditure requirements to support current mix enrichment and PVA growth strategies
 - Selected growth opportunities related to our core business
 - Evaluate growth against prospective return available from share repurchase

- ❑ Periodically return excess cash flow to shareholders
 - In the form of share repurchases and/or special dividends

In January 2013, Unifi announced a new stock repurchase program authorizing the Company to acquire up to \$50 million of its common stock at prevailing market prices.

Pro Forma⁽¹⁾ Cash Generation Example

(\$ in millions)	<u>FY 2010</u>	<u>FY 2011</u>	<u>FY 2012</u>	<u>FY 2013</u> Forecast (2)	<u>4 Year Average</u>	<u>Pro Forma</u>
Adjusted EBITDA	\$ 55	\$ 60	\$ 40	\$ 50	\$ 51	\$ 51
Capital expenditures	(13)	(21)	(6)	(10)	(12)	(11)
Cash interest payments	(21)	(19)	(17)	(4)	(15)	(3)
Cash taxes	(9)	(7)	(4)	(7)	(7)	(18)
EBITDA cash generation	<u>\$ 13</u>	<u>\$ 13</u>	<u>\$ 13</u>	<u>\$ 29</u>	<u>\$ 17</u>	<u>\$ 20</u>
Distributions from Equity Affiliates	3	6	11	12	8	10
Total cash generation	<u>\$ 16</u>	<u>\$ 19</u>	<u>\$ 23</u>	<u>\$ 42</u>	<u>\$ 25</u>	<u>\$ 30</u>

(1) Pro Forma calculation based on management's estimates of

- future annual capital expenditures (as disclosed in Company's Form 10-K for the fiscal year ended June 24, 2012);
- cash interest payments based on a weighted average interest rate of 3.33% and target debt of \$75 mm; and,
- cash taxes, excluding the impact of net operating loss carry forwards, which are expected to be fully utilized in the 2013 fiscal year

(2) Forecast based on management's internal estimates for the remainder of the fiscal year ended June 30, 2013, excluding any impact of potential uses of cash for share repurchases



Questions



Appendix Slides

Unifi, Inc. - Adjusted EBITDA Reconciliation

(Dollars in thousands)	<u>FY 2010</u>	<u>FY 2011</u>	<u>FY 2012</u>
Net income attributable to Unifi	\$ 10,685	\$ 25,089	\$ 11,491
Provision (benefit) for income taxes	7,686	7,333	(1,979)
Interest expense, net	18,764	16,679	14,152
Depreciation and amortization expense	26,312	25,562	26,225
EBITDA	<u>\$ 63,447</u>	<u>\$ 74,663</u>	<u>\$ 49,889</u>
Loss (gain) on extinguishment of debt	(54)	3,337	3,203
Loss on previously held equity interest	-	-	3,656
Non-cash compensation costs, net	2,555	1,361	2,382
Other	1,001	5,451	410
Adjusted EBITDA including equity affiliates	<u>\$ 66,949</u>	<u>\$ 84,812</u>	<u>\$ 59,540</u>
Equity in earnings of unconsolidated affiliates	<u>(11,693)</u>	<u>(24,352)</u>	<u>(19,740)</u>
Adjusted EBITDA	<u>\$ 55,256</u>	<u>\$ 60,460</u>	<u>\$ 39,800</u>

Non-GAAP Financial Measures

Included in this presentation are certain non-GAAP financial measures designed to complement the financial information presented in accordance with generally accepted accounting principles in the United States of America ("GAAP") because management believes such measures are useful to investors.

EBITDA, Adjusted EBITDA including equity affiliates, Adjusted EBITDA, EBITDA cash generation and Total cash generation.

EBITDA represents net income or loss attributable to Unifi, Inc. before income tax expense, net interest expense, and depreciation and amortization expense (excluding interest portion of amortization). Adjusted EBITDA including equity affiliates represents EBITDA adjusted to exclude non-cash compensation expense net of distributions, gains or losses on extinguishment of debt, loss on previously held equity interest, refund of Brazilian non-income related tax, operating expenses for Repreve Renewables and certain other adjustments. Other adjustments include gains or losses on sales or disposals of property, plant and equipment, currency and derivative gains or losses, restructuring and employee severance expenses and certain other operating or non-operating income or expense items. Adjusted EBITDA represents Adjusted EBITDA including equity affiliates adjusted to exclude equity in earnings and losses of unconsolidated affiliates. EBITDA cash generation represents Adjusted EBITDA less capital expenditures, cash interest payments and cash taxes. Total cash generation represents EBITDA cash generation adjusted to include distributions from equity affiliates. We present Adjusted EBITDA as a supplemental measure of our operating performance. We also present Adjusted EBITDA because we believe such measure is frequently used by securities analysts, investors and other interested parties in the evaluation of companies in our industry.

EBITDA, Adjusted EBITDA including equity affiliates, Adjusted EBITDA, EBITDA cash generation and Total cash generation are alternative views of performance used by management and we believe that investors' understanding of our performance is enhanced by disclosing these performance measures. Our management uses Adjusted EBITDA: (i) as a measurement of operating performance because it assists us in comparing our operating performance on a consistent basis as it removes the impact of (a) items directly related to our asset base (primarily depreciation and amortization) and (b) items that we would not expect to occur as a part of our normal business; (ii) for planning purposes, including the preparation of our annual operating budget; (iii) as a valuation measure for evaluating our operating performance and our capacity to incur and service debt, fund capital expenditures and expand our business; and (iv) as one measure in determining the value of other acquisitions and dispositions. Adjusted EBITDA is also a key performance metric utilized in the determination of variable compensation.

We believe that the use of EBITDA, Adjusted EBITDA including equity affiliates, Adjusted EBITDA, EBITDA cash generation and Total cash generation as operating performance measures provides investors and analysts with a measure of operating results unaffected by differences in capital structures, capital investment cycles, and ages of related assets, among otherwise comparable companies. We also believe Adjusted EBITDA is an appropriate supplemental measure of debt service capacity, because cash expenditures on interest are, by definition, available to pay interest, and tax expense is inversely correlated to interest expense because tax expense decreases as deductible interest expense increases; depreciation and amortization are non-cash charges. Equity in earnings and losses of unconsolidated affiliates is excluded because such earnings or losses do not reflect our operating performance. The other items excluded from Adjusted EBITDA are excluded in order to better reflect the performance of our continuing operations.

In evaluating EBITDA, Adjusted EBITDA including equity affiliates, Adjusted EBITDA, EBITDA cash generation and Total cash generation, you should be aware that in the future we may incur expenses similar to the adjustments in this presentation. Our presentation of EBITDA, Adjusted EBITDA including equity affiliates, Adjusted EBITDA, EBITDA cash generation and Total cash generation should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. EBITDA, Adjusted EBITDA including equity affiliates, Adjusted EBITDA, EBITDA cash generation and Total cash generation are not measurements of our financial performance under GAAP and should not be considered as alternatives to net income, operating income or any other performance measures derived in accordance with GAAP or as an alternative to cash flow from operating activities as a measure of our liquidity.

Non-GAAP Financial Measures

Continued

Each of our EBITDA, Adjusted EBITDA including equity affiliates, Adjusted EBITDA, EBITDA cash generation and Total cash generation measures has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are:

- it does not reflect our cash expenditures, future requirements for capital expenditures or contractual commitments;
- it does not reflect changes in, or cash requirements for, our working capital needs;
- it does not reflect the significant interest expense or the cash requirements necessary to service interest or principal payments on our debt;
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and our Adjusted EBITDA (or our Adjusted EBITDA including equity affiliates) measure does not reflect any cash requirements for such replacements;
- it is not adjusted for all non-cash income or expense items that are reflected in our statements of cash flows;
- it does not reflect the impact of earnings or charges resulting from matters we consider not indicative of our on-going operations;
- it does not reflect limitations on or costs related to transferring earnings from our subsidiaries to us; and
- other companies in our industry may calculate this measure differently than we do, limiting its usefulness as a comparative measure.

Because of these limitations, EBITDA, Adjusted EBITDA including equity affiliates, Adjusted EBITDA, EBITDA cash generation and Total cash generation should not be considered as a measure of discretionary cash available to us to invest in the growth of our business or as a measure of cash that will be available to us to meet our obligations, including those under our outstanding debt obligations. You should compensate for these limitations by relying primarily on our GAAP results and using these measures only as supplemental information.

Projected fiscal year 2013 Adjusted EBITDA, EBITDA cash generation and Total cash generation:

With respect to the forward-looking non-GAAP financial measures "Adjusted EBITDA," "EBITDA cash generation," and "Total cash generation" that the Company referenced for fiscal 2013, the comparable GAAP financial measure "Net Income" is not accessible on a forward-looking basis. The forward-looking adjustment for equity in earnings or losses of unconsolidated affiliates cannot be reasonably estimated. For purposes of reconciling the forward-looking Adjusted EBITDA, we would make adjustments of the type referenced for prior periods, and we would estimate the material adjustments for interest expense, income tax, and depreciation and amortization to be \$4.5 million, \$14.2 million, and \$25.4 million, respectively, for fiscal 2013. For purposes of reconciling the forward-looking EBITDA cash generation, we would estimate the material adjustments for capital expenditures, cash interest payments and cash taxes to be \$9.9 million, \$4.2 million, and \$6.9 million, respectively, for fiscal 2013. For purposes of reconciling the forward-looking Total cash generation, we would estimate the material adjustments for distributions from equity affiliates to be \$12.3 million for fiscal 2013.

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