

MOHAWK INDUSTRIES INC

Form 4

December 16, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LORBERBAUM JEFFREY S**

2. Issuer Name **and** Ticker or Trading  
Symbol  
**MOHAWK INDUSTRIES INC**  
**[MHK]**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

**160 SOUTH INDUSTRIAL  
BLVD., P.O. BOX 12069**

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/14/2016**

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
**Chairman and CEO**

**CALHOUN, GA 30703**

(City) (State) (Zip)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☐ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |         |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---------|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D) | Price |   |  |   |
| Common Stock                    | 12/16/2016                           |  | G <sup>(1)</sup>               |   | 420,668 | D          | \$ 0  | 36,659 <sup>(2)</sup>   | D  |   |
| Common Stock                    | 12/16/2016                           |  | G <sup>(1)</sup>               |   | 420,668 | A          | \$ 0  | 420,668 <sup>(1)</sup>  | I  | Dalton Fund   |
| Common Stock                    | 12/14/2016                           |  | J <sup>(2)</sup>               |   | 302,000 | D          | \$ 0  | 439,140 <sup>(2)</sup>  | I  | Dalton Partners                                       |
| Common Stock                    | 12/14/2016                           |  | J                              |   | 52,000  | D          | \$ 0  | 334,702   | I  | PAS Trust <sup>(3)</sup>                              |
| Common Stock                    |                                      |  |                                |   |         |            |       | 8,313,785   | I  | Aladdin Partners.                                     |

|                 |     |   |                                |
|-----------------|-----|---|--------------------------------|
| Common<br>Stock | 194 | I | LP<br>by<br>Managed<br>Account |
|-----------------|-----|---|--------------------------------|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 6) |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| LORBERBAUM JEFFREY S<br>160 SOUTH INDUSTRIAL BLVD.<br>P.O. BOX 12069<br>CALHOUN, GA 30703 | X             | X         | Chairman and CEO |       |

## Signatures

JEFFREY S.  
LORBERBAUM

12/16/2016

\_\_\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The reporting person received 302,000 shares from the Dynasty Trust and 52,000 shares from the PAS Trust, which transactions were exempt under Rule 16a-13 as a change in form of beneficial ownership. The reporting person previously reported his indirect beneficial

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ownership of all of these shares as held by Dalton Partners and the PAS Trust, respectively. Following these transactions, the reporting person beneficially owned, directly, 457,327 issuer shares. On December 15, 2016, the reporting person transferred by gift 420,668 of such shares to Dalton Fund, L.P. ("Dalton Fund"), which the reporting person controls as manager of Dalton Management Company LLC, the general partner of Dalton Fund. Following this transaction, the reporting person beneficially owns, directly, 36,659 issuer shares.

- (2) The reporting person previously reported as indirectly beneficially owned 741,140 issuer shares held by Dalton Partners, L.P. ("Dalton Partners"). On December 14, 2016, Dalton Partners distributed 302,000 issuer shares to The Lorberbaum Dynasty Trust (the "Dynasty Trust"), which the reporting person controls as distribution trustee. On December 14, 2016, the Dynasty Trust distributed the 302,000 issuer shares it received from Dalton Partners to the reporting person directly. The Dynasty Trust no longer holds any issuer shares. The reporting person and the family affiliates retained investment control of the respective amount of shares they controlled prior to the distribution by Dalton Partners and there was no sale or disposition of issuer shares to third parties.

- (3) Reflects ownership following the transfer by PAS Trust of 52,000 issuer shares to the reporting person directly, which transaction was exempt under Rule 16a-13 as a change in form of beneficial ownership. Following this transaction, the reporting person beneficially owned, directly, 155,327 issuer shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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