

ARMFIELD WILLIAM J IV  
Form 4  
October 27, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ARMFIELD WILLIAM J IV

2. Issuer Name and Ticker or Trading Symbol  
UNIFI INC [UFI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

300 N GREENE ST SUITE 2190

3. Date of Earliest Transaction (Month/Day/Year)  
10/26/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)

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

GREENSBORO, NC 27401

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	10/26/2011		A		5,495	A	\$ 0
					277,015	D	

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)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARMFIELD WILLIAM J IV 300 N GREENE ST SUITE 2190 GREENSBORO, NC 27401		X		

## Signatures

/s/William J. Armfield, IV by Charles F. McCoy, POA 10/27/2011

\*\*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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. tom:2px;padding-right:2px;">

Schedule TO-I (File No. 005-43515)

Date Filed:

December 6, 2016

..Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

“Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

“Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

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2

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This Amendment No. 1 (“Amendment No. 1”) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the United States Securities and Exchange Commission (the “SEC”) by Chesapeake Energy Corporation, an Oklahoma corporation (the “Company”), on December 6, 2016 (the “Schedule TO”), in connection with the Company’s offers to purchase (the “Tender Offers”) for cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated December 6, 2016 (the “Offer to Purchase”) and the related Letter of Transmittal (the “Letter of Transmittal”), the Company’s 2.5% Contingent Convertible Senior Notes due 2037 (the “2037 Notes”) and 2.25% Contingent Convertible Senior Notes due 2038 (the “2038 Notes”).

This Amendment No. 1 to the Schedule TO, as it amends and supplements the Schedule TO, is intended to satisfy the reporting requirements of Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended. Except as otherwise specifically provided herein, this Amendment No. 1 does not modify any of the information contained in the Schedule TO, the Offer to Purchase and the related Letter of Transmittal. All capitalized terms used but not specifically defined in this Schedule TO shall have the meanings given to such terms in the Offer to Purchase.

#### Item 1. Summary Term Sheet.

The information in the Offer to Purchase under the heading “Summary,” in the Letter of Transmittal and Item 1 of the Schedule TO, to the extent such Item 1 incorporates by reference the information contained in the Offer to Purchase, are hereby amended and supplemented by the information set forth under Item 4, which information is incorporated herein by reference.

#### Item 4. Terms of the Transaction.

The Tender Offers expired at 11:59 p.m., New York City time, on January 4, 2017 (the “Expiration Date”). The Company has been advised by Global Bondholder Services Corporation, the information agent and depositary for the Tender Offers, that approximately \$104.3 million aggregate principal amount of the 2037 Notes and approximately \$191.7 million aggregate principal amount of the 2038 Notes were validly tendered and not validly withdrawn. The Company has accepted for purchase (i) approximately \$99.5 million aggregate principal amount of the 2037 Notes validly tendered and not validly withdrawn for an aggregate consideration of approximately \$100.0 million, excluding accrued and unpaid interest, and (ii) approximately \$187.8 million aggregate principal amount of the 2038 Notes validly tendered and not validly withdrawn for an aggregate consideration of approximately \$185.0 million, excluding accrued and unpaid interest. Because the purchase of Notes of each series validly tendered and not validly withdrawn results in an aggregate purchase price that exceeds the applicable Tender Cap, the amount of Notes of each series purchased will be prorated as described in the Offer to Purchase. In accordance with the terms of the Tender Offers, Global Bondholder Services Corporation will promptly issue payment for the Notes accepted for purchase.

After the Company’s purchase of the Notes validly tendered and not validly withdrawn and accepted for purchase, approximately \$14.8 million aggregate principal amount of the 2037 Notes and \$11.9 million aggregate principal amount of the 2038 Notes will remain outstanding.

On January 5, 2017, the Company issued a press release announcing the results of the Tender Offers. A copy of this press release is attached hereto as Exhibit (a)(1)(D) and is incorporated herein by reference.

#### Item 7. Source and Amount of Funds or Other Consideration.

The information in the Offer to Purchase under the headings “The Terms of the Tender Offers” and “Source of Funds” and Item 7 of the Schedule TO, to the extent such Item 7 incorporates by reference the information contained in the Offer to Purchase, are hereby amended and supplemented by the information set forth under Item 4, which information is incorporated herein by reference.

Explanation of Responses:

Item 12. Materials to Be Filed as Exhibits.

The Exhibit Index, which index follows the signature page to this Schedule TO and is incorporated herein by reference, sets forth a list of those exhibits filed herewith or incorporated by reference herein.

3

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SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 5, 2017

CHESAPEAKE ENERGY CORPORATION

By: /s/ James R. Webb

James R. Webb

Executive Vice President - General Counsel and Corporate Secretary

4

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INDEX TO EXHIBITS

(a)(1)(A)\* ~~Offer to Purchase to Holders of Chesapeake Energy Corporation's 2.5% Contingent Convertible Senior Notes due 2037 and 2.25% Contingent Convertible Senior Notes due 2038, dated December 6, 2016.~~

(a)(1)(B)\* ~~Letter of Transmittal.~~

(a)(1)(C)\* ~~Press Release dated December 6, 2016.~~

(a)(1)(D) ~~Press Release dated January 5, 2017.~~

(b) ~~Not applicable.~~

(d)(1)† Indenture dated May 15, 2007 among the Company, certain subsidiary guarantors and The Bank of New York Mellon Trust Company, N.A., as Trustee, relating to the Company's 2.5% Contingent Convertible Senior Notes due 2037 (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K, filed on May 15, 2007, File No. 001-13726 and incorporated herein by reference).

(d)(2) † Indenture dated May 27, 2008 among the Company, certain subsidiary guarantors and The Bank of New York Mellon Trust Company, N.A., as Trustee, relating to the Company's 2.25% Contingent Convertible Senior Notes due 2038 (filed as Exhibit 4.2 to the Company's Current Report on Form 8-K, filed on May 29, 2008, File No. 001-13726 and incorporated herein by reference).

(g) ~~Not applicable.~~

(h) ~~Not applicable.~~

\* Previously filed with the Original Schedule TO (File No. 005-43515).

† Incorporated by reference as indicated.