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): April 20, 2006

UNIFI, INC. (Exact name of registrant as specified in its charter)

New York (State of Incorporation)

1-10542

11-2165495 (Commission File Number) (IRS Employer Identification No.)

7201 West Friendly Avenue Greensboro, North Carolina 27410 (Address of principal executive offices)

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

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))

ITEM 2.02. Results of Operations and Financial Condition.

On April 20, 2006, Unifi, Inc. (the "Company") issued a press release announcing the financial results for its third quarter of fiscal year 2006 ending March 26, 2006. A copy of the press release is furnished as Exhibit 99.1 to this report and is incorporated by reference herein.

The information included herein, as well as Exhibit 99.1 referenced herein, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

EXHIBIT NO.

DESCRIPTION OF EXHIBIT

News Release disseminated on April 20, 2006 by Unifi, Inc. announcing the 99.1 financial results for its third quarter of fiscal year 2006 ending March 26, 2006.

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: April 20, 2006

INDEX TO EXHIBITS

EXHIBIT NO.

99.1

DESCRIPTION OF EXHIBIT

News Release disseminated on April 20, 2006 by Unifi, Inc. announcing the financial results for its third quarter of fiscal year 2006 ending March 26, 2006.

For more information, contact: William M. Lowe, Jr. Vice President Chief Operating Officer Chief Financial Officer (336) 316-5664

Unifi Announces Third Quarter Results

GREENSBORO, N.C. - April 20, 2006 - Unifi, Inc. (NYSE: UFI) today released operating results for its fiscal third quarter ending March 26, 2006.

Net income from continuing operations for the current quarter was a net loss of \$1.3 million or \$0.03 per share, which is equivalent to a net loss of \$1.6 million or \$0.03 per share for the prior March quarter. Net income from continuing operations for the first nine months of fiscal year 2006 was a net loss of \$9.5 million or \$0.18 per share, which includes a total of \$2.3 million in pre-tax impairment charges associated with the Company's properties located in Mayodan, N.C., compared to a net loss of \$7.3 million or \$0.14 per share for the prior year period.

Net income for the current March quarter, including discontinued operations, was a net loss of \$2.1 million or \$0.04 per share compared a net loss of \$1.9 million or \$0.04 per share for the prior March quarter. Net income for the first nine months of fiscal year 2006, including discontinued operations, was a net loss of \$9.0 million or \$0.17 per share compared to a net loss of \$32.2 million or \$0.62 per share for the prior year period, which includes charges associated with the closure of the Company's facility in Ireland.

-continued-

Unifi Announces Third Quarter Results - page 2

Net sales from continuing operations for the current March quarter of \$181.4 million were down \$26.3 million or 12.7 percent compared to net sales of \$207.7 million for the prior year March quarter. Net sales for the first nine months of fiscal year 2006 were \$555.6 million, which is a decrease of \$37.8 million or 6.4 percent compared to net sales of \$593.4 million for the first nine months of fiscal year 2005. Net sales volume for the current quarter reflects the impact that higher energy prices and rising interest rates had on substantially slowing consumer spending in the fourth quarter of 2005. Cash-on-hand at the end of the current March quarter was \$88.4 million.

"Our underlying business experienced distinct improvements, including cash generation, in the current quarter," said Bill Lowe, Chief Operating Officer and Chief Financial Officer for Unifi. "We continue to be selective with our product mix to maximize our financial results, and we are continuing to capitalize on opportunities that exist in our region, including emerging markets, by offering innovation, differentiation, and speed-to-market advantages to our customers."

Brian Parke, Chairman and CEO of Unifi, said, "Our Board of Directors has completed its strategic review, which was designed to scrutinize the various strategic alternatives available to our business and our shareholders. Based on the review, both management and the Board of Directors agree the optimal strategy is the pursuit of selective consolidation opportunities in our domestic yarn market, while continuing to explore participation in the global growth of emerging markets. As part of this strategy, the Company will continue to evaluate its debt structure in order to maintain flexibility to make selective acquisitions and investments. We believe this strategy allows the Company to create meaningful and sustainable shareholder value, significantly in excess of the value provided from other alternatives, such as a sale or merger of the Company."

-continued-

Unifi Announces Third Quarter Results - - page 3

The Company will provide updates as definitive transactions are approved by the Board of Directors.

Unifi, Inc. (NYSE: UFI) is a leading diversified producer and processor of multi-filament polyester and nylon textured yarns and related raw materials. The Company adds value to the supply chain and enhances consumer demand for its products through the development and introduction of branded yarns that provide unique performance, comfort and aesthetic advantages. Key Unifi brands include, but are not limited to: Sorbtek[®], A.M.Y.[®], Mynx[®] UV, Reflexx[®], MicroVista[®] and Satura[®]. Unifi's yarns and brands are readily found in home furnishings, apparel, legwear, and sewing thread, as well as industrial, automotive, military, and medical applications. For more information about Unifi, visit www.unifi.com.

###

Financial Statements to Follow

Unifi Announces Third Quarter Results - page 4

UNIFI, INC. CONSOLIDATED STATEMENTS OF

OPERATIONS (Unaudited) (In Thousands Except Per Share

υd	ιaj	

	For the Quarters Ended			For the Nine Months Ended				
-	March 26	, 2006	March 27,	2005	March 26	5, 2006	March 2	7, 2005
Net sales	\$	181,398	\$	207,688	\$	555,617	\$	593,368
Cost of sales		168,261		198,356		524,707		563,379
Selling, general & administrative expenses		10,184		11,360		31,132		30,548
Provisions for bad debts		218		561		1,349		5,039
Interest expense		4,606		5,256		14,044		15,214
Interest income		(1,162)		(473)		(3,587)		(1,351)
Other (income) expense, net		(969)		(701)		(2,544)		(1,247)
Equity in (earnings) losses of unconsolidated affiliates		564		(4,457)		(1,278)		(6,285)
Minority interest (income) expense		-		53		-		(444)
Restructuring charges		-		-		29		-
Write down of long-lived assets		815		-		2,315		
Loss from continuing operations before income taxes and extraordinary item		(1,119)		(2,267)		(10,550)		(11,485)
Provision (benefit) for income taxes		208		(654)		(1,023)		(4,163)
Loss from continuing operations before extraordinary item		(1,327)		(1,613)		(9,527)		(7,322)
Income (loss) from discontinued operations, net of tax		(790)		(1,659)		556		(26,251)
Extraordinary gain - net of taxes of \$0		-		1,342		-		1,342
Net loss	\$	(2,117)	\$	(1,930)	\$	(8,971)	\$	(32,231)
Earnings (losses) per common share (basic and diluted):								
Net loss - continuing operations	\$	(0.03)	\$	(0.03)	\$	(0.18)	\$	(0.14)
Net income (loss) - discontinued operations		(0.01)		(0.04)		0.01		(0.51)
Extraordinary gain - net of taxes of \$0		-		0.03		-		0.03
Net loss	\$	(0.04)	\$	(0.04)	\$	(0.17)	\$	(0.62)
Average basic and diluted shares outstanding		52,177		52,125		52,144		52,099

-continued-

Unifi Announces Third Quarter Results - page 5

UNIFI, INC. CONSOLIDATED BALANCE SHEETS

(Unaudited) (In Thousands)

	March 26, 2006			June 26, 2005		
Assets						
Cash and cash equivalents	\$	88,423	\$	105,621		
Receivables, net		94,637		106,437		
Inventories		114,836		110,827		
Deferred income taxes		10,996		14,578		
Assets held for sale		6,000		16,842		
Restricted cash		-		2,766		
Other current assets		9,395		15,590		
Total current assets		324,287		372,661		
Property, plant and equipment		249,425		279,345		
Investments in unconsolidated affiliates		191,191		160,675		
Assets held for sale		15,729		16,081		
Other noncurrent assets		14,525		16,613		
	\$	795,157	\$	845,375		
Liabilities and Shareholders' Equity						
Accounts payable	\$	64,458	\$	62,666		
Accrued expenses		24,627		45,618		
Income taxes payable		1,915		2,292		
Current maturities of long-term debt						
and other current liabilities		7,275		35,339		
Total current liabilities		98,275		145,915		
The second state and a days light first a		260.001		250 700		
Long-term debt and other liabilities		260,901		259,790		
Deferred income taxes		47,934		55,913		
Minority interest		-		182		
Shareholders' equity		388,047		383,575		
	\$	795,157	\$	845,375		

-

UNIFI, INC. CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited) (In Thousands)

(Chaudheu) (m Thousanus)	For the Nine Months Ended			s Ended	
	March 26, 2006		March 27, 2005		
Cash and cash equivalents at beginning of year	\$	105,621	\$	65,221	
Operating activities:					
Net loss		(8,971)		(32,231)	
Adjustments to reconcile net loss to net cash provided by (used in) continuing operating activities:					
Income (loss) from discontinued operations		(556)		26,251	
Extraordinary gain		(550)		(1,342)	
Net income of unconsolidated equity affiliates, net of		_		(1,042)	
distributions		850		(2,460)	
Depreciation		36,911		(2,400) 37,645	
Amortization		962		949	
Net gain on asset sales		(180)		(570)	
Non-cash portion restructuring charges		(100)		(370)	
Non-cash write down of long-lived assets		2,315		_	
Deferred income tax		(3,797)		- (9,549)	
Provision for bad debts and quality claims		1,349		(9,549) 5,039	
Other		1,821		(1,876)	
Change in assets and liabilities, excluding		1,021		(1,070)	
effects of acquisitions and foreign currency					
adjustments		(7,531)		(45,116)	
Net cash provided by (used in) continuing		(7,551)		(45,110)	
operating activities		23,202		(23,260)	
Investing activities:					
Capital expenditures		(9,767)		(5,890)	
Investment in equity affiliates		(30,188)		(668)	
Investment in foreign restricted assets		171		2,777	
Collection of notes receivable		92		413	
Change in restricted cash		2,766		(2,766)	
Proceeds from sale of capital assets		2,395		608	
Return of capital from equity affiliates		-		6,138	
Increase in notes receivable		-		(139)	
Other		63		68	
Net cash (used in) provided by investing activities		(34,468)		541	
Financing activities:					
Payment of long-term debt		(24,407)		-	
Common stock issued upon exercise of options		138		104	
Other		139		(2,548)	
Net cash used in financing activities					
The cash used in manchig activities		(24,130)		(2,444)	

Cash flows of discontinued operations: Operating cash flow	(9,259)	6,581
Investing cash flow	25,987	6,485
Net cash provided by discontinued operations	16,728	13,066
Effect of exchange rate changes on cash and cash equivalents	1 470	2 225
equivalents	 1,470	2,325
Net decrease in cash and cash equivalents	(17,198)	(9,772)
Cash and cash equivalents at end of period	\$ 88,423 \$	55,449

-continued-

Unifi Announces Third Quarter Results - page 7

CAUTIONARY STATEMENT ON FORWARD-LOOKING STATEMENTS

Certain statements included herein contain forward-looking statements within the meaning of federal security laws about Unifi, Inc.'s (the "Company") financial condition and results of operations that are based on management's current expectations, estimates and projections about the markets in which the Company operates, management's beliefs and assumptions made by management. Words such as "expects," "anticipates," "believes," "estimates," variations of such words and other similar expressions are intended to identify such forward-looking statements. 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, pressures on sales prices and volumes due to competition and economic conditions, reliance on and financial viability of significant customers, operating performance of 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, outcomes of pending or threatened legal proceedings or governmental investigations or proceedings (including environmental related claims), negotiation of new or modifications of existing contracts for asset management and for property and equipment construction and acquisition, regulations governing tax laws, other governmental and authoritative bodies' policies and legislation, the continuation and magnitude of the Company's common stock repurchase program 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.

-end-