

SCHEDULE 13E-4

Issuer Tender Offer Statement
(Pursuant to Section 13(e)(1) of the
Securities Exchange Act of 1934)

AMENDMENT NO. 1

Unifi, Inc.
(Name of Issuer)

Unifi, Inc.
(Name of Person(s) Filing Statement)

Common Stock, Par Value \$.10 Per Share
(Title of Class of Securities)

904677 10 1
(CUSIP Number of Class of Securities)

Willis C. Moore, III
Vice President and Chief Financial Officer
Unifi, Inc.
Post Office Box 19109
7201 West Friendly Avenue
Greensboro, North Carolina 27410
(910) 294-4410

(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of the Person(s) Filing Statement)

With a copy to:

Mr. Clifford Frazier, Jr.
Frazier, Frazier & Mahler, LLP
Post Office Drawer 1559
Greensboro, NC 27402
(910) 378-9411

November 8, 1996
(Date Tender Offer First Published, Sent or Given to Security Holders)

CALCULATION OF FILING FEE:

Transaction	Amount of
Valuation*: \$186,000,000	Filing Fee: \$37,200

* Based upon the purchase of 6,000,000 Shares (the maximum number of Shares offered) to be purchased at \$31 per Share (the maximum per Share purchase price which may be selected by the Company pursuant to the tender offer).

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$37,200.00

Form or Registration No.: Schedule 13E-4

Filing Party: Unifi, Inc.

Date Filed: November 8, 1996

This Amendment No. 1 dated December 27, 1996, amends the Issuer Tender Offer statement (the "Schedule 13E-4") previously filed with the Securities and Exchange Commission on November 8, 1996, by Unifi, Inc., a New York Corporation

(the "Company"), in connection with the Company's offer to purchase up to 6,000,000 Shares of its Common Stock, \$.10 par value (the "Shares"), at prices not in excess of \$31 nor less than \$28 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated November 8, 1996 (the "Offer to Purchase"), and in the related Letter of Transmittal (which, together with the Offer to Purchase, constitutes the "Offer"), copies of which were attached to the Schedule 13E-4 as Exhibits (a)(i) and (a)(vi), respectively.

The following information amends the information previously included in the Schedule 13E-4.

ITEM 1. Security and Issuer.

- (b) The following is hereby added to the information previously set forth under Item 1(b):

The Tender Offer expired on Friday, December 13, 1996, at 5:00 PM, New York City Time. The exact amount of the Shares acquired pursuant to the Offer was 1,755,365 at a purchase price of \$31 per Share, for a total aggregate purchase price of \$54,416,315, plus the fees and expenses associated with the Offer. The Company is accepting all Shares properly tendered pursuant to the Offer.

ITEM 9. Material to be Filed as Exhibits.

- (a) (ix) Press Release dated December 16, 1996.
(a) (x) Press Release dated December 24, 1996.

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.

Unifi, Inc.

WILLIS C. MOORE, III
By: _____
Willis C. Moore, III
Vice President and
Chief Financial Officer

Dated: December 24, 1996

EXHIBIT INDEX

Description	Exhibit
99 (a)(ix)	Press Release dated December 16, 1996.
99 (a)(x)	Press Release dated December 24, 1996.

Unifi, Inc. Announces Results Of Its 'Dutch Auction' Tender Offer

GREENSBORO, N.C., Dec. 16/PRNewswire/ -- Unifi, Inc. (NYSE: UFI) today announced the preliminary results of its "Dutch Auction" tender offer which expired Friday, December 13, 1996 at 5:00 p.m., New York City time.

The preliminary count by First Union National Bank of North Carolina, depository for the offer, indicated that 1,754,396 shares were tendered and not withdrawn at or below \$31 per share. The number of shares tendered includes 415,634 shares tendered pursuant to guaranteed delivery. The Company expects to purchase all shares tendered.

The determination of the actual number of shares to be purchased and the purchase price are subject to final confirmation and the proper delivery of all shares tendered and not withdrawn, including shares tendered pursuant to the guaranteed delivery procedure.

The shares expected to be purchased represent approximately 2.7 percent of the Company's shares of common stock outstanding immediately prior to the offer. After purchasing the shares the Company will have approximately 62.8 million shares of common stock outstanding.

Unifi announced the tender offer on Wednesday, October 30, 1996, expressing its intentions to purchase up to 6 million shares at a range of \$28 to \$31 per share.

The shares of common stock expected to be purchased in the "Dutch Auction" are a component of the share repurchase program authorized by the Board of Directors on October 21, 1993 to repurchase up to 15.0 million shares of Unifi's common stock at such prices as Management feels advisable and in the best interest of the Company. Including the expected purchase of the shares tendered, the Company will have acquired approximately 8.0 million shares pursuant to the authorization. The Company intends to continue with its share repurchase program.

SOURCE Unifi, Inc.

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/CONTACT: Willis C. Moore, Vice President and Chief Financial Officer,
Unifi, Inc., 910-316-5664/
(UFI)

Unifi, Inc. Announces Conclusion of Its 'Dutch Auction' Tender Offer

GREENSBORO, N.C., Dec. 24 /PRNewswire/ -- Unifi, Inc. (NYSE: UFI) today announced the conclusion of its "Dutch Auction" tender offer which expired Friday, December 13, 1996 at 5:00 p.m., New York City time.

The final count by First Union National Bank of North Carolina, depository for the offer, established that 1,755,365 shares were properly tendered and not withdrawn. The Company accepted and purchased at \$31 per share all shares properly tendered.

The shares purchased represent approximately 2.7 percent of the Company's shares of common stock outstanding immediately prior to the offer. After purchasing the shares, the Company has approximately 62.8 million shares of common stock outstanding.

Unifi announced the tender offer on Wednesday, October 30, 1996 expressing its intentions to purchase up to 6 million shares at a range of \$28 to \$31 per share.

The shares of common stock purchased in the "Dutch Auction" are a component of the share repurchase program authorized by the Board of Directors on October 21, 1993 to repurchase up to 15.0 million shares of Unifi's common stock at such prices as Management feels advisable and in the best interest of the Company. Including the purchase of the shares tendered, the Company has acquired approximately 8.0 million shares pursuant to the authorization. The Company intends to continue with its share repurchase program.

SOURCE Unifi, Inc.

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12/24/96

/CONTACT: Willis C. Moore, Vice President and Chief Financial Officer
Unifi, Inc., 910-316-5664/
(UFI)