

USG CORP
Form 8-K
August 31, 2016

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):
August 31, 2016
(August 31,
2016)

USG Corporation
(Exact name of
registrant as
specified in its
charter)

Commission File
Number: 1-8864

Delaware	36-3329400
(State	(IRS
or	Employer
other	Identification
jurisdiction	No.)
of	

incorporation
or
organization)

550
West
Adams
Street, 60661-3676
Chicago,
Illinois
(Address
of
principal
executive (Zip Code)
offices)

(312)
436-4000
Registrant's
telephone
number,
including
area code

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 13c-4(c) under the
Exchange Act (17 CFR
240.13e-4(c))

Item 8.01 Other Events.

On August 31, 2016, USG Corporation (the “Company”) announced that James S. Metcalf, Chairman, President and Chief Executive Officer, and Matthew F. Hilzinger, Executive Vice President and Chief Financial Officer, each adopted stock trading plans related to the sale of shares of common stock of the Company and the exercise of stock options and the sale of the underlying Company common stock. Subject to the trading plan provisions, a brokerage firm may periodically sell the issued shares at predetermined minimum prices from September 2016 to September 2017 and March 2018 for Messrs. Hilzinger and Metcalf, respectively.

Messrs. Metcalf and Hilzinger entered into the plans for investment diversification. Upon adoption of the trading plans, as well as after the sales contemplated by the trading plans, Messrs. Metcalf and Hilzinger will hold Company securities in an amount well in excess of the requirements in the Company’s stock ownership guidelines.

Each plan is intended to satisfy the requirements of Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, and was adopted in accordance with the Company’s policies regarding securities transactions. Rule 10b5-1 permits individuals who are not in possession of material, non-public information at the time the plan is adopted to establish pre-arranged plans to buy or sell company stock.

Transactions under these plans will be disclosed publicly through Form 4 filings with the Securities and Exchange Commission, to the extent required by law.

SIGNATURE

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.

USG CORPORATION
Registrant

Date: August 31, 2016 By: /s/ Michelle M. Warner
Michelle M. Warner,
Senior Vice President, General Counsel and Corporate Secretary