

USG CORP  
Form 8-K  
May 11, 2018

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):  
May 11, 2018  
(May 9, 2018)

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

Commission File  
Number: 1-8864

|   |  |
|---|--|
| Delaware<br>(State<br>or<br>other<br>jurisdiction<br>of<br>incorporation) | 36-3329400<br><br>(IRS<br>Employer<br>Identification<br>No.)<br><br>60661-3676 |
|---|--|

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

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

Indicate by check mark whether the registrant is an emerging growth company as

defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 5.07 Submission of Matters to a Vote of Security Holders.

USG Corporation (the "Corporation") held its 2018 annual meeting of stockholders (the "Annual Meeting") on May 9, 2018. At the Annual Meeting, the stockholders considered three proposals, each of which is described in more detail in the Corporation's proxy statement for the Annual Meeting. The matters voted upon at the Annual Meeting and the results of the votes were as follows:

Proposal 1. Election of four directors for a three-year term to expire in 2021.

|                      | FOR        | AGAINST    | ABSTAIN | BROKER NON-VOTE |
|----------------------|------------|------------|---------|-----------------|
| Jose Armario         | 27,437,009 | 90,902,338 | 560,379 | 3,880,018       |
| Dana S. Cho          | 27,181,737 | 90,887,987 | 830,004 | 3,880,016       |
| Gretchen R. Haggerty | 27,461,511 | 90,875,943 | 562,273 | 3,880,017       |
| William H. Hernandez | 27,457,984 | 90,881,315 | 560,427 | 3,880,018       |

Proposal 2. Ratification of appointment of Deloitte & Touche LLP as the Corporation's independent registered public accountants for 2018.

| FOR         | AGAINST | ABSTAIN   |
|-------------|---------|-----------|
| 120,487,225 | 615,438 | 1,677,081 |

Proposal 3. Approval, by advisory vote, of the compensation of the Corporation's named executive officers.

| FOR        | AGAINST    | ABSTAIN   | BROKER NON-VOTE |
|------------|------------|-----------|-----------------|
| 54,612,083 | 62,586,647 | 1,700,997 | 3,880,017       |

As a result of the stockholder vote on Proposal 1 at the Annual Meeting, Jose Armario, Gretchen R. Haggerty and William H. Hernandez were not duly re-elected, and pursuant to the Delaware General Corporation Law, continue to serve as holdover directors. Each of Messrs. Armario and Hernandez and Ms. Haggerty remain members of the Corporation's Board of Directors (the "Board"), with the same rights and powers as they possessed prior to the stockholder vote. Dana S. Cho was not elected to the Board. As a result, the Board, pursuant to its authority, voted to reduce the size of the Board from ten directors to nine directors. The Board intends to continue to consider what further action, if any, might be in the best interests of stockholders as a result of the stockholder vote with respect to its director nominees. There is no specific time frame for making any further decisions regarding this matter. With respect to the results of the stockholder vote on Proposal 3, the Corporation's 2018 Say-on-Pay vote, the Corporation received over 97% stockholder support in the Say-on-Pay vote in 2017 and as a result did not make any significant changes to the Corporation's executive compensation program for 2018. Both ISS and Glass Lewis concluded the Corporation's pay and performance were reasonably aligned and recommended a FOR vote on the Say-on-Pay proposal in the Corporation's 2018 proxy statement. The Compensation and Organization Committee and the Board will consider the voting results from this year's Annual Meeting when evaluating the Corporation's executive compensation program for 2019.

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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: May 11, 2018 By: /s/ Michelle M. Warner

Name: Michelle M. Warner

Title: Senior Vice President, General Counsel and Corporate Secretary