

USG CORP  
Form 8-K  
December 07, 2009

**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): December 4, 2009**

**USG Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other Jurisdiction of  
Incorporation)

**1-8864**

(Commission File Number)

**36-3329400**

(IRS Employer Identification No.)

**550 West Adams Street, Chicago, Illinois**

(Address of Principal Executive Offices)

**60661-3676**

(Zip Code)

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

(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))

**Section 1 Registrant's Business and Operations**

**Item 1.01 Entry into a Material Definitive Agreement**

On December 4, 2009, the Registrant and its subsidiary, United States Gypsum Company ( U.S. Gypsum ), entered into a Settlement Agreement with Lafarge North America Inc. and its parent company, Lafarge SA, to resolve certain disputes between them that were the subject of a lawsuit in the United States District Court for the Northern District of Illinois. Under the terms of the Settlement Agreement, the lawsuit will be dismissed, U.S. Gypsum will receive \$105 million and U.S. Gypsum will grant Lafarge a fully paid-up license to use certain technology. Lafarge will pay U.S. Gypsum \$80 million no later than December 9, 2009 and \$25 million no later than December 1, 2010.

**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

By: /s/ Stanley L. Ferguson  
Stanley L. Ferguson  
Executive Vice President  
and General Counsel

Date: December 7, 2009