

USG CORP  
Form 8-K  
March 29, 2012

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**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): March 29, 2012**

**USG Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**                                      **1-8864**                                      **36-3329400**  
(State or other jurisdiction of      (Commission File Number)      (IRS Employer Identification No.)

incorporation)

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

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

(former name and 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))

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**Item 8.01 Other Events**

On March 29, 2012, USG Corporation (the “Corporation”) issued a press release announcing that it has launched a private offering of \$250 million aggregate principal amount of senior notes. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

99.1 – USG Corporation press release dated March 29, 2012

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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

By: /s/ Ellis A. Regenbogen  
Ellis A. Regenbogen  
Vice President, Associate  
General  
Counsel and Corporate  
Secretary

Date: March 29, 2012

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**EXHIBIT INDEX**

Exhibit

Number    Description

99.1        USG Corporation press release dated March 29, 2012