

LOUISIANA-PACIFIC CORP

Form 8-K

August 04, 2015

United States

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report: July 31, 2015

Commission File Number 1-7107

LOUISIANA-PACIFIC CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of
incorporation or organization)

414 Union Street, Suite 2000, Nashville, TN 37219

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (615) 986-5600

1-7107

Commission

File Number

93-0609074

(IRS Employer

Identification No.)

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 (see General Instruction A.2. below):

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))

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On July 31, 2015, the Board of Directors (the “Board”) of Louisiana-Pacific Corporation (the “Company”) approved and adopted amendments to the Bylaws of the Company (the “Bylaws”). Among other things, the amendments to the Bylaws added a new forum selection provision that provides that, unless the Company consents in writing to the selection of an alternative forum, the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Company, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Company to the Company or the Company’s stockholders, (iii) any action asserting a claim arising pursuant to any provision of the General Corporation Law of the State of Delaware, or (iv) any action asserting a claim governed by the internal affairs doctrine shall be the Court of Chancery of the State of Delaware. Additionally, the amendments to the Bylaws provide that, to be timely, either a director nomination or a stockholder proposal needs to be received by the Company not more than 75 calendar days prior to the first anniversary of the date on which the Company initially mailed or made available its proxy materials for the preceding year’s annual meeting of stockholders (in addition to the existing requirement that a director nomination or stockholder proposal be received not less than 45 calendar days prior to such date) and modified certain procedural and informational requirements in connection with director nominations and stockholder proposals. The foregoing summary description of the amendments to the Bylaws is qualified in its entirety by the full text of the Bylaws, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

3.1 Bylaws of Louisiana-Pacific Corporation, dated July 31, 2015

SIGNATURES

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.

LOUISIANA-PACIFIC CORPORATION

Date: August 3, 2015

BY: /S/ SALLIE B. BAILEY
Sallie B. Bailey
Executive Vice President and Chief Financial
Officer
(Principal Financial Officer)