

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

incorporation  
or  
organization)

550  
West  
Adams  
Street, 60661-3676  
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 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