

USG CORP
Form 8-K
November 14, 2017

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):
November 14,
2017 (November
9, 2017)

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

Commission File
Number: 1-8864

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

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

60661-3676

(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.

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

On November 9, 2017, USG Corporation (the “Corporation”) filed a Restated Certificate of Incorporation (the “Restated Certificate of Incorporation”) with the Secretary of State of the State of Delaware solely to restate and integrate into a single document, and not to further amend, the provisions of the Corporation’s Certificate of Incorporation, as theretofore amended, supplemented or restated. The Restated Certificate of Incorporation is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Also on November 9, 2017, the Board of Directors of the Corporation amended the Corporation's By-Laws (the “By-Laws”) to reflect the elimination of the Finance Committee of the Board of Directors and to make other administrative and conforming changes. The foregoing description of the By-Laws does not purport to be complete and is qualified in its entirety by reference to the full text of the By-Laws, which is filed as Exhibit 3.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Number Exhibit

3.1 Restated Certificate of Incorporation of USG Corporation.

3.2 Amended and Restated By-Laws of USG Corporation, dated November 9, 2017

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: November 14, 2017 By: /s/ Michelle M. Warner

Name: Michelle M. Warner

Title: Senior Vice President, General Counsel and Corporate Secretary