

USG CORP  
Form S-8 POS  
April 24, 2019

As filed with the Securities and Exchange Commission on April 24, 2019

Registration No. 33-22581  
Registration No. 33-36303  
Registration No. 33-63554  
Registration No. 333-136289  
Registration No. 333-140949  
Registration No. 333-168592  
Registration No. 333-211320

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

Post-Effective Amendment No. 3 to Registration Statement on Form S-8 (No. 33-22581)  
Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (No. 33-36303)  
Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (No. 33-63554)  
Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (No. 333-136289)  
Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (No. 333-140949)  
Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (No. 333-168592)  
Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (No. 333-211320)

UNDER  
THE SECURITIES ACT OF 1933  
USG Corporation

(Exact name of registrant as specified in its charter)  
Delaware  
(State or other jurisdiction of  
incorporation or organization) 36-3329400  
550 West Adams Street (I.R.S. Employer  
Chicago, Illinois 60661-3676 Identification No.)  
(Address of Principal Executive Offices) (Zip Code)

USG Corporation Investment Plan  
USG Corporation Deferred Compensation Plan  
USG Corporation Long-Term Incentive Plan, as amended  
USG Corporation 2016 Long-Term Incentive Plan  
(Full title of the plan)

Mary A. Martin  
Senior Vice President, General Counsel and Secretary  
550 West Adams Street  
Chicago, Illinois 60661-3676  
(Name and address of agent for service)

(312) 436-4000  
(Telephone number, including area code, of agent for

service)

Copies to:

Timothy J. Melton

Jones Day

150 West Jefferson Avenue

Detroit, Michigan 48226-4438

(313) 733-3939

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

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Deregistration of Securities

USG Corporation, a Delaware corporation (“USG”), is filing with the U.S. Securities and Exchange Commission (the “SEC”) these Post-Effective Amendments (the “Post-Effective Amendments”) in connection with the following Registration Statements on Form S-8 (each a “Registration Statement” and collectively, the “Registration Statements”) filed with the SEC:

• Registration Statement No. 33-22581, filed on July 7, 1989, as amended, relating to the USG Corporation Investment Plan (the “Investment Plan”);

• Registration Statement No. 33-36303, filed on August 17, 1990, relating to the Investment Plan;

• Registration Statement No. 33-63554, filed on May 28, 1993, relating to the Investment Plan;

• Registration Statement No. 333-136289, filed on August 4, 2006, relating to the USG Corporation Long Term Incentive Plan, as amended;

• Registration Statement No. 333-140949, filed on February 28, 2007, relating to the USG Corporation Deferred Compensation Plan;

• Registration Statement No. 333-168592, filed on August 6, 2010, relating to the USG Corporation Long Term Incentive Plan, as amended; and

• Registration Statement No. 333-211320, filed on May 12, 2016, relating to the USG Corporation 2016 Long Term Incentive Plan.

On April 24, 2019, pursuant to that certain Agreement and Plan of Merger, dated as of June 10, 2018, by and among USG, Gebr. Knauf KG, a limited partnership (Kommanditgesellschaft) organized under the laws of Germany (“Knauf”), and World Cup Acquisition Corporation, a Delaware corporation and an indirect, wholly-owned subsidiary of Knauf (“Merger Sub”), Merger Sub merged with and into USG (the “Merger”), with USG surviving the Merger as an indirect, wholly-owned subsidiary of Knauf.

In connection with completion of the Merger, USG has terminated all offerings of USG’s securities pursuant to the Registration Statements. In accordance with the undertakings made by USG in the Registration Statements to remove from registration, by means of post-effective amendments, any of the securities registered pursuant to the Registration Statements for issuance that remain unissued at the termination of the offerings, USG hereby removes from registration any and all of the securities of USG registered under the Registration Statements that remain unissued as of the date of these Post-Effective Amendments, and hereby terminates the effectiveness of the Registration Statements.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused these Post-Effective Amendments to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on this 24th day of April, 2019.

USG CORPORATION

By: /s/ Mary A. Martin

Name: Mary A. Martin

Title: Senior Vice President, General Counsel and Secretary

No other person is required to sign these Post-Effective Amendments in reliance upon Rule 478 under the Securities Act of 1933, as amended.