

USG CORP  
Form 8-K  
May 11, 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):  
May 11, 2017  
(May 10, 2017)

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

Commission File  
Number: 1-8864

|   |  |
|---|--|
| Delaware<br>(State<br>or<br>other<br>jurisdiction<br>of<br>incorporation) | 36-3329400<br><br>(IRS<br>Employer<br>Identification<br>No.)<br><br>60661-3676 |
|---|--|

550  
West  
Adams  
Street,  
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 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.

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

On May 10, 2017, USG Corporation (the “Corporation”) filed an Amendment to its Restated Certificate of Incorporation (the “Amendment”) with the Secretary of State of the State of Delaware that removes the requirement that the Board of Directors of the Corporation (the “Board”) maintain a Finance Committee. The Amendment was approved by the Corporation's stockholders at the Corporation's 2017 annual meeting of stockholders on May 10, 2017. The Board has not made a determination to eliminate the Finance Committee at this time, but the Amendment allows the Board to make this determination in the future. The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Corporation held its 2017 annual meeting of stockholders on May 10, 2017. At the annual meeting, the stockholders considered five proposals, each of which is described in more detail in the Corporation’s proxy statement for the meeting. The matters voted upon at the annual meeting and the results of the votes were as follows:

Proposal 1. Election of three directors for a three-year term to expire in 2020.

|                     | FOR         | AGAINST   | ABSTAIN | BROKER NON-VOTE |
|---------------------|-------------|-----------|---------|-----------------|
| Matthew Carter, Jr. | 116,217,286 | 2,909,017 | 112,397 | 16,329,546      |
| Richard P. Lavin    | 118,317,787 | 812,626   | 108,287 | 16,329,546      |
| Jennifer F. Scanlon | 118,616,820 | 514,349   | 107,531 | 16,329,546      |

Proposal 2. Ratification of appointment of Deloitte & Touche LLP as the Corporation's independent registered public accountants for 2017.

| FOR         | AGAINST   | ABSTAIN |
|-------------|-----------|---------|
| 133,710,182 | 1,728,066 | 129,998 |

Proposal 3. Approval of an Amendment to the Corporation’s Restated Certificate of Incorporation to remove the requirement to maintain a Finance Committee.

| FOR         | AGAINST | ABSTAIN | BROKER NON-VOTE |
|-------------|---------|---------|-----------------|
| 118,104,178 | 970,970 | 163,552 | 16,329,546      |

Proposal 4. Approval, by advisory vote, of the compensation of the Corporation's named executive officers.

| FOR         | AGAINST   | ABSTAIN | BROKER NON-VOTE |
|-------------|-----------|---------|-----------------|
| 115,583,098 | 2,978,995 | 676,607 | 16,329,546      |

Proposal 5. Recommendation, by advisory vote, of the frequency of future votes to approve the compensation of the Corporation's named executive officers.

| 1 YEAR      | 2 YEARS | 3 YEARS | ABSTAIN | BROKER NON-VOTE |
|-------------|---------|---------|---------|-----------------|
| 117,995,351 | 434,669 | 608,261 | 200,419 | 16,329,546      |

At the Corporation's annual meeting of stockholders held on May 10, 2017, the recommendation of the Board to hold an advisory vote regarding the compensation of the Corporation's named executive officers every year received the support of approximately 99% of the votes cast by stockholders. Taking into consideration that support and other relevant factors, the Board has determined that future stockholder advisory votes regarding the compensation of the Corporation's named executive officers will be held every year until the next stockholder advisory vote regarding the frequency of that advisory vote on compensation, which is not required to be held until the Corporation's 2023 annual meeting of stockholders. Accordingly, the next stockholder advisory vote regarding the compensation of named executive officers is expected to be held next year at the Corporation's 2018 annual meeting of stockholders.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The information in the Exhibit Index of this Current Report on Form 8-K is incorporated herein by reference.

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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

Date: May 11, 2017 By: /s/ Michelle M. Warner

Name: Michelle M. Warner

Title: Senior Vice President, General Counsel and Corporate Secretary

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EXHIBIT INDEX

Number Exhibit

3.1 Amendment to Restated Certificate of Incorporation of USG Corporation.