

USG CORP  
Form 8-K  
May 07, 2018

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 7, 2018  
(May 4, 2018)

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

Commission File  
Number: 1-8864

Delaware (State or other jurisdiction of incorporation)	36-3329400  (IRS Employer Identification No.)  60661-3676
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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 7.01 Regulation FD Disclosure.

On May 4, 2018, USG Corporation (the “Company”) and Gebr. Knauf KG (“Knauf”) entered into a confidentiality agreement (the “Confidentiality Agreement”) pursuant to which the Company agreed to provide certain non-public information to Knauf in connection with the Company’s negotiations with Knauf regarding a potential sale of the Company. A copy of the Confidentiality Agreement is attached as Exhibit 99.1.

There can be no assurance that the negotiation process will result in any transaction, or any assurance as to its outcome or timing. The Company has not set a timetable for completion of negotiations and does not intend to disclose further developments related to the process unless and until definitive agreements are reached or negotiations are abandoned.

The information contained in this Item 7.01, including Exhibit 99.1 hereto, shall not be deemed to be filed for purposes of the Securities Exchange Act of 1934, as amended, and shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Number	Exhibit
<u>99.1</u>	Confidentiality Agreement between USG Corporation and Gebr. Knauf KG, dated May 4, 2018

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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 7, 2018 By: /s/ Michelle M. Warner

Name: Michelle M. Warner

Title: Senior Vice President, General Counsel and Corporate Secretary