

EAGLE MATERIALS INC
Form SC 13D
March 28, 2019

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
(Rule 13d-101)
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT
TO § 240.13d-2(a)
Under the Securities Exchange Act of 1934
(Amendment No.)*
Under the Securities Exchange Act of 1934

Eagle Materials Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

26969P108
(CUSIP Number)

Michael D. Adamski
Sachem Head Capital Management LP
250 West 55th Street, 34th Floor
New York, New York 10019
212-714-3300
(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

Copies to:
Richard M. Brand
Joshua A. Apfelroth
Cadwalader, Wickersham & Taft LLP
One World Financial Center
New York, NY 10281
(212) 504-6000

March 18, 2019
(Date of Event which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON
OR
I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON

Sachem Head Capital Management
LP

2 CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO (See Item 3)

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

7 SOLE VOTING POWER
0

8 NUMBER OF
SHARES
BENEFICIALLY OWNED BY
EACH
REPORTING
PERSON
WITH

9 SHARED VOTING POWER
4,100,000

10 SOLE DISPOSITIVE POWER
0

11 SHARED DISPOSITIVE POWER
4,100,000

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
4,100,000

12 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

8.9%

14 TYPE OF REPORTING PERSON
IA

CUSIP No. 26969P108 SCHEDULE 13D Page 3 of 12

1 NAME OF REPORTING PERSON
OR
I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON

2 Uncas GP LLC
CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO (See Item 3)

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

7 SOLE VOTING POWER
0

8 NUMBER OF
SHARES
BENEFICIALLY OWNED BY
EACH
REPORTING
PERSON
WITH

9 SHARED VOTING POWER
4,100,000

10 SOLE DISPOSITIVE POWER
0

11 SHARED DISPOSITIVE POWER
4,100,000

12 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
4,100,000
CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

8.9%

14 TYPE OF REPORTING PERSON
OO

CUSIP No. 26969P108 SCHEDULE 13D Page 4 of 12

1 NAME OF REPORTING PERSON
OR
I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON

2 Sachem Head GP LLC
CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO (See Item 3)

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

7 SOLE VOTING POWER
0

8 NUMBER OF
SHARES
BENEFICIALLY OWNED BY
EACH
REPORTING
PERSON
WITH

9 SHARED VOTING POWER
3,000,000

10 SOLE DISPOSITIVE POWER
0

11 SHARED DISPOSITIVE POWER
3,000,000

12 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
3,000,000
CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

6.5%

14 TYPE OF REPORTING PERSON
OO

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1 NAME OF REPORTING PERSON
OR
I.R.S. IDENTIFICATION NO. OF
ABOVE PERSON

2 Scott D. Ferguson
CHECK THE APPROPRIATE BOX (a)
IF A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO (See Item 3)

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS
2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
United States

7 SOLE VOTING POWER
0

8 NUMBER OF
SHARES
BENEFICIALLY OWNED BY
EACH
REPORTING
PERSON
WITH

9 SHARED VOTING POWER
4,100,000

10 SOLE DISPOSITIVE POWER
0

11 SHARED DISPOSITIVE POWER
4,100,000

12 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
4,100,000
CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

8.9%

14 TYPE OF REPORTING PERSON
IN

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Item 1. Security and Issuer

This statement on Schedule 13D (this "Schedule 13D") relates to the common stock, par value \$0.01 per share (the "Common Stock"), of Eagle Materials Inc. (the "Issuer"). The principal executive offices of the Issuer are located at 5960 Berkshire Lane, Suite 900, Dallas, Texas 75225.

Item 2. Identity and Background

(a), (f) This statement is being filed by:

(i) Sachem Head Capital Management LP, a Delaware limited partnership ("Sachem Head")

(ii) Uncas GP LLC, a Delaware limited liability company ("SH Management")

(iii) Sachem Head GP LLC, a Delaware limited liability company ("Sachem Head GP") and

(iv) Scott D. Ferguson, a citizen of the United States of America (together with Sachem Head, SH Management and Sachem Head GP, the "Reporting Persons").

The Reporting Persons have entered into a joint filing agreement, a copy of which is filed herewith as Exhibit 99.1.

(b) The address of the principal business and principal office of each of the Reporting Persons is 250 West 55th Street, 34th Floor, New York, New York 10019.

(c) Sachem Head's principal business is to serve as investment advisor to certain affiliated funds, including Sachem Head LP, a Delaware limited partnership ("SH"), Sachem Head Master LP, an exempted limited partnership organized under the laws of the Cayman Islands ("SHM"), and SH Old Quarry Master Ltd., an exempted company incorporated under the laws of the Cayman Islands ("Old Quarry Master" and together with SH and SHM, the "Sachem Head Funds"). SH Management's principal business is to serve as the sole general partner of Sachem Head.

Sachem Head GP's principal business is to serve as the general partner of certain affiliated funds, including SH and SHM.

The principal occupation of Scott D. Ferguson is to serve as the managing partner of Sachem Head and the managing member of SH Management and Sachem Head GP.

(d), (e) During the last five years, none of the Reporting Persons (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.

CUSIP No. 26969P108