

ARMSTRONG WORLD INDUSTRIES INC  
Form 8-K  
March 10, 2014

**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) March 4, 2014**

**Armstrong World Industries, Inc.**

**(Exact name of registrant as specified in its charter)**

**Pennsylvania**  
**(State or other jurisdiction**

**of incorporation)**

**001-02116**  
**(Commission**

**File Number)**

**23-0366390**  
**(IRS Employer**

**Identification No.)**

**2500 Columbia Avenue P.O. Box 3001**

**Lancaster, Pennsylvania**  
**(Address of principal executive offices)**

**17603**  
**(Zip Code)**

**Registrant's telephone number, including area code (717) 397-0611**

**N/A**

**Former name or former address, if changed since last report**

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))

**Item 8.01. Other Events.**

On March 4, 2014, Armstrong World Industries, Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with The Armstrong World Industries, Inc. Asbestos Personal Injury Settlement Trust and Armor TPG Holdings, L.P. (collectively, the Selling Shareholders ), and Morgan Stanley & Co. LLC (the Underwriter ), pursuant to which the Selling Shareholders agreed to sell an aggregate of 3,900,000 common shares, par value \$0.01 per share, of the Company to the Underwriter (the Offering ). The Offering is expected to be consummated on March 10, 2014. The Company is not selling any shares in the Offering and will not receive any proceeds from the Offering.

The Offering was made pursuant to a prospectus supplement, dated March 4, 2014, to the prospectus, dated February 27, 2012, included in the Company s registration statement on Form S-3 (File No. 333-179711), which was filed with the Securities and Exchange Commission on February 27, 2012.

The Underwriting Agreement contains customary representations, warranties and covenants and includes the terms and conditions for the sale of the shares by the Selling Shareholders to the Underwriter, indemnification and contribution obligations and other terms and conditions customary in agreements of this type.

A copy of the Underwriting Agreement is filed as Exhibit 1.1 hereto and is incorporated by reference herein. The above description is qualified in its entirety by reference to such exhibit. An opinion regarding the validity of the shares is filed as Exhibit 5.1 hereto and is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

- 1.1 Underwriting Agreement, dated March 4, 2014, by and among Armstrong World Industries, Inc., Morgan Stanley & Co. LLC, as the underwriter, and The Armstrong World Industries, Inc. Asbestos Personal Injury Settlement Trust and Armor TPG Holdings, L.P., as the selling shareholders.
- 5.1 Opinion of Morgan, Lewis & Bockius LLP.
- 23.1 Consent of Morgan, Lewis & Bockius LLP (contained in Exhibit 5.1).

**SIGNATURES**

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.

ARMSTRONG WORLD INDUSTRIES, INC.  
(Registrant)

Date: March 10, 2014

By: /s/ Mark A. Hershey  
Mark A. Hershey  
Senior Vice President, General Counsel and  
Secretary

**EXHIBIT INDEX**

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