

Edgar Filing: Eagle Oil & Gas Proppants Holdings LLC - Form 424B5

Eagle Oil & Gas Proppants Holdings LLC
Form 424B5
July 29, 2016
Table of Contents

**Filed Pursuant to Rule 424(b)(5)
Registration Statement No. 333-206222**

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Offered	Maximum Aggregate Offering Price	Registration Fee(1)
4.500% Senior Notes due 2026	\$350,000,000	\$35,245

- (1) This filing fee is calculated and being paid pursuant to Rule 457(r) of the Securities Act of 1933, as amended, and relates to the Registration Statement on Form S-3 (File No. 333-206222), filed by Eagle Materials Inc. with the Securities and Exchange Commission on August 7, 2015, as amended by Post-Effective Amendment No. 1 thereto, filed by Eagle Materials Inc. and the additional registrants identified therein with the Securities and Exchange Commission on July 25, 2016.

Table of Contents

Prospectus supplement

(To prospectus dated July 25, 2016)

Eagle Materials Inc.

\$350,000,000

4.500% Senior Notes due 2026

Interest payable February 1 and August 1

Issue price: 100.000%

We are offering \$350,000,000 aggregate principal amount of our 4.500% Senior Notes due 2026, which we refer to as the notes. The notes will mature on August 1, 2026. Interest will accrue on the notes from August 2, 2016, and the first interest payment date will be February 1, 2017.

We may redeem some or all of the notes at any time on or after August 1, 2021, at the redemption prices set forth in this prospectus supplement, plus accrued and unpaid interest, if any, to, but excluding, the redemption date. We may also redeem up to 40% of the notes using the proceeds of certain equity offerings before August 1, 2019, at a redemption price equal to 104.500% of the principal amount thereof, plus accrued and unpaid interest, if any, to, but excluding, the redemption date. In addition, at any time prior to August 1, 2021, we may redeem some or all of the notes at a price equal to 100% of the principal amount thereof, plus a make-whole premium plus accrued and unpaid interest, if any, to, but excluding, the redemption date. See Description of notes Optional redemption.

The notes will initially be guaranteed on a senior unsecured basis by all of our existing majority-owned subsidiaries and, in the future, by such subsidiaries that guarantee certain debt facilities of, or any debt securities issued by, Eagle Materials Inc. or the guarantors of the notes. The notes will be our senior unsecured obligations and will rank equally in right of payment to all of our existing and future senior unsecured debt and senior in right of payment to all of our existing and future subordinated debt. The notes will be effectively subordinated to any of our existing and future secured debt to the extent of the value of the assets securing such debt. The note guarantees will rank equally in right of payment with all of our subsidiary guarantors existing and future senior debt and senior in right of payment to all of our subsidiary guarantors existing and future subordinated debt. In addition, the notes will be structurally subordinated to the liabilities of our non-guarantor subsidiaries.

You should read this prospectus supplement, together with the accompanying prospectus, carefully before you invest in the notes. Investing in the notes involves risks. See Risk factors beginning on page S-15 of this prospectus supplement and page 7 of the accompanying prospectus for a discussion of certain risks that you should consider in connection with an investment in the notes.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these notes or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Underwriting	Proceeds, before
Price to public(1)	discounts and commissions	expenses, to Eagle Materials Inc.(1)

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Per note	100.000%	1.375%	98.625%
Total	\$350,000,000	\$4,812,500	\$345,187,500

(1) Plus accrued interest, if any, from August 2, 2016.

The notes will not be listed on any securities exchange. Currently, there is no public market for the notes.

We expect that delivery of the notes will be made to investors in book-entry form through The Depository Trust Company on or about August 2, 2016.

Joint book-running managers

J.P. Morgan
Co-managers

BofA Merrill Lynch

Wells Fargo Securities

BB&T Capital Markets

Goldman, Sachs & Co.

PNC Capital Markets LLC

SunTrust Robinson Humphrey

The date of this prospectus supplement is July 28, 2016.

Table of Contents

Table of contents

Prospectus supplement

<u>About this prospectus supplement</u>	S-iii
<u>Non-GAAP financial measures</u>	S-iii
<u>Forward-looking statements</u>	S-iii
<u>Market, ranking and other data</u>	S-iv
<u>Trademarks, service marks and copyrights</u>	S-v
<u>Corporate information</u>	S-v
<u>Summary</u>	S-1
<u>Risk factors</u>	S-15
<u>Use of proceeds</u>	S-31
<u>Ratio of earnings to fixed charges</u>	S-32
<u>Capitalization</u>	S-33
<u>Selected historical consolidated financial information</u>	S-34
<u>Management's discussion and analysis of financial condition and results of operations</u>	S-36
<u>Business</u>	S-61
<u>Description of certain indebtedness</u>	S-83
<u>Description of notes</u>	S-86
<u>Book-entry settlement and clearance</u>	S-110
<u>Certain ERISA considerations</u>	S-113
<u>U.S. federal income tax consequences</u>	S-115
<u>Underwriting (conflicts of interest)</u>	S-120
<u>Legal matters</u>	S-124
<u>Experts</u>	S-124
<u>Where you can find more information</u>	S-124
<u>Incorporation of certain documents by reference</u>	S-124
<u>Index to financial statements</u>	F-1

Prospectus

<u>About this prospectus</u>	2
<u>About Eagle Materials</u>	3
<u>Where you can find more information</u>	4
<u>Incorporation of certain information by reference</u>	5
<u>Cautionary statement regarding forward-looking statements</u>	6
<u>Risk factors</u>	7
<u>Use of proceeds</u>	8

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<u>Ratio of earnings to fixed charges</u>	9
<u>Description of capital stock</u>	10
<u>Description of debt securities</u>	15
<u>Description of guarantees of certain debt securities</u>	22
<u>Description of warrants</u>	23
<u>Description of units</u>	24
<u>Description of depositary shares</u>	25
<u>Forms of securities</u>	28
<u>Plan of distribution</u>	30
<u>Legal matters</u>	32
<u>Experts</u>	32

The notes are being offered for sale only in jurisdictions where it is lawful to make such offers. The distribution of this prospectus supplement and the accompanying prospectus and the offering of the notes in certain jurisdictions may be restricted by law. Persons outside the United States who receive this prospectus supplement and the accompanying prospectus should inform themselves about and observe any such restrictions. This prospectus supplement and the accompanying prospectus do not constitute, and may not be

S-i

Table of Contents

used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or any person to whom it is unlawful to make such offer or solicitation. See Underwriting (conflicts of interest).

S-ii

Table of Contents

About this prospectus supplement

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of the notes we are offering and certain other matters relating to us and our financial condition. The second part, the accompanying prospectus, gives more general information about securities we may offer from time to time, some of which may not apply to the notes we are offering hereby. You should read this prospectus supplement along with the accompanying prospectus, the documents incorporated by reference herein and therein, as well as any free writing prospectus that is filed, including the term sheet for the notes we are offering. If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. Generally, when we refer to this prospectus, we are referring to this prospectus supplement and the accompanying prospectus combined together with all documents incorporated by reference herein or therein.

You should rely only on the information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus and any related free writing prospectus. Neither we nor the underwriters have authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. Neither we nor the underwriters are making an offer to sell the notes in any jurisdiction where the offer or sale is not permitted.

You should not assume that the information contained in or incorporated by reference into this prospectus supplement, the accompanying prospectus, and any related free writing prospectus, or any other offering materials is accurate as of any date other than the date on the front of each document, regardless of the time of delivery of this prospectus supplement, the accompanying prospectus, any related free writing prospectus or any sale of the notes. Our business, financial condition, results of operations and prospects may have changed since those respective dates.

Non-GAAP financial measures

In this prospectus supplement, we use the non-U.S. generally accepted accounting principles (GAAP) financial measures of EBITDA and Adjusted EBITDA. See Summary Summary historical consolidated financial data. EBITDA and Adjusted EBITDA are not GAAP metrics and have important limitations as analytical tools. You should not consider EBITDA and Adjusted EBITDA in isolation or as a substitute for analysis of our results as reported under GAAP. Because EBITDA and Adjusted EBITDA exclude some, but not all, items that affect net income and net cash provided by operating activities and are defined differently by different companies, our definition of EBITDA and Adjusted EBITDA may not be comparable to similarly titled measures of other companies. For a reconciliation of EBITDA and Adjusted EBITDA to the most directly comparable GAAP measure and a discussion of our use of EBITDA and Adjusted EBITDA in this prospectus supplement, including the reasons that we believe this information is useful to management and investors, see footnote (7) under the heading Summary Selected historical consolidated financial information.

Forward-looking statements

This prospectus supplement, the accompanying prospectus and any free writing prospectus, in each case including the documents incorporated by reference herein or therein, include statements that express our opinions, expectations, beliefs, plans, objectives, assumptions or projections regarding future events or future results and therefore are, or may be deemed to be, forward-looking statements within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking

Table of Contents

statements can generally be identified by the use of forward-looking terminology, including the terms believes, estimates, anticipates, expects, estimates, goal, seeks, aims, strives, projects, predicts, intends, plans, continues, strategy, future, likely, may, m case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this prospectus supplement, the accompanying prospectus and any free writing prospectus, in each case including the documents incorporated by reference herein or therein, and include statements regarding our intentions, beliefs or current expectations concerning, among other things, our results of operations, financial condition, liquidity, prospects, growth, strategies and the industry in which we operate. Statements in this prospectus supplement, the accompanying prospectus and any free writing prospectus, including the documents incorporated by reference herein or therein, that are not historic facts, including statements about our fiscal 2017 and other future financial and growth expectations and anticipated tax rates, are forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially from those projected.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. We believe that these risks and uncertainties include, but are not limited to, those described under the heading Risk factors in this prospectus supplement, the accompanying prospectus and our Annual Report on Form 10-K for the year ended March 31, 2016. Those factors should not be construed as exhaustive and should be read with the other cautionary statements included or incorporated by reference in this prospectus supplement, the accompanying prospectus and any free writing prospectus.

Although we base these forward-looking statements on assumptions that we believe are reasonable when made, we caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and the development of the industry in which we operate may differ materially from those made in or suggested by the forward-looking statements contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any free writing prospectus. In addition, even if our results of operations, financial condition and liquidity, and the development of the industry in which we operate are consistent with the forward-looking statements contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any free writing prospectus, those results or developments may not be indicative of results or developments in subsequent periods.

Given these risks and uncertainties, you are cautioned not to place undue reliance on these forward-looking statements. Any forward-looking statements that we make in this prospectus supplement, the accompanying prospectus and any free writing prospectus, in each case including the documents incorporated by reference herein or therein, speak only as of the date of those statements, and we undertake no obligation to update those statements or to publicly announce the results of any revisions to any of those statements to reflect future events or developments. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data.

Market, ranking and other data

The data in this prospectus supplement, the accompanying prospectus and any free writing prospectus, including the documents incorporated by reference herein or therein, regarding markets and ranking, including the size of certain markets and our position and the position of our competitors and products within these markets, are based on our estimates based on management's knowledge and experience in the markets in

Table of Contents

which we operate. Our estimates have been based on information provided by customers, suppliers, trade and business organizations and other contacts in the markets in which we operate. While we are not aware of any misstatements regarding our market and ranking data presented herein, our estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed under the heading **Risk factors** in this prospectus supplement. This information may prove to be inaccurate because of the method by which we obtained some of the data for our estimates or because this information cannot always be verified with complete certainty due to the limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in a survey of market size. As a result, you should be aware that market, ranking and other similar data included in this prospectus supplement, the accompanying prospectus and any free writing prospectus, including the documents incorporated by reference herein or therein, and estimates and beliefs based on that data, may not be reliable. Neither we nor the underwriters can guarantee the accuracy or completeness of such information contained in or incorporated by reference into this prospectus supplement, the accompanying prospectus and any free writing prospectus.

Trademarks, service marks and copyrights

We own or have rights to trademarks, service marks or trade names that we use in connection with the operation of our business. Eagle Materials, the Eagle Materials logo, and all other Eagle Materials product names and logos are trademarks or registered trademarks of Eagle Materials Inc. or its subsidiaries. All other companies referenced herein are trademarks or registered trademarks of their respective holders. We also own or have the rights to copyrights that protect the content of our products. Solely for convenience, the trademarks, service marks, tradenames and copyrights referred to in this prospectus supplement are listed without the ©, ® and TM symbols, but we will assert, to the fullest extent under applicable law, our rights or the rights of the applicable licensors to these trademarks, service marks and tradenames.

Corporate information

Eagle Materials Inc. is a Delaware corporation. Our principal executive offices are located at 3811 Turtle Creek Boulevard, Suite 1100, Dallas, Texas 75219, and our telephone number at that address is (214) 432-2000. Our website is located at www.eaglematerials.com. Our website and the information contained on our website is not incorporated into, or deemed to be a part of this prospectus supplement or the accompanying prospectus, and you should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any free writing prospectus when making a decision as to whether to invest in the notes.

Unless otherwise indicated or the context otherwise requires, in this prospectus supplement and the accompanying prospectus, the terms **Eagle Materials Inc.**, **us**, **we** and **our** refer to Eagle Materials Inc. and its consolidated subsidiaries. References to the **notes** include related guarantees unless the context requires otherwise. References to **underwriters** refer to the firms listed on the cover page of this prospectus supplement.

Table of Contents

Summary

This summary highlights information appearing elsewhere or incorporated by reference in this prospectus supplement and the accompanying prospectus. This summary is not complete and does not include all of the information that you should consider before investing in the notes. You should carefully read this prospectus supplement and the accompanying prospectus in their entirety, including our audited consolidated financial statements, and the related notes thereto, included herein and in Exhibit 99.1 to our Current Report on Form 8-K filed with the SEC on July 25, 2016 (the Current Report), which is incorporated by reference into this prospectus supplement, and the sections under the heading

Risk factors in this prospectus supplement and in Item 1A of our most recent Annual Report on Form 10-K for the fiscal year ended March 31, 2016 (the Annual Report), which is incorporated by reference into this prospectus supplement, before making any investment decision. As used in this prospectus supplement, except as otherwise indicated or the context otherwise implies, when we refer to Eagle Materials, the Company, we, us, or our, we are describing Eagle Materials Inc., together with its subsidiaries. With respect to any description of the terms of the offer or the notes, references to Eagle Materials, us, we, or our, refer only to Eagle Materials Inc. and not to its subsidiaries. In this prospectus supplement, fiscal refers to the twelve month period ended March 31. For example, fiscal 2016 refers to the twelve months ended March 31, 2016.

Our company

We are a diversified producer of basic construction products and building materials used in residential, industrial, commercial and infrastructure construction and products used in oil and natural gas extraction. Our construction products are used in residential, industrial, commercial and infrastructure construction and include cement, slag, concrete and aggregates. Our building materials are sold into similar markets and include gypsum wallboard. Our basic materials used for oil and natural gas extraction include frac sand and oil well cement.

We conduct our operations through five different business segments, which are briefly described as follows:

Cement and slag. We manufacture, produce, distribute and sell Portland cement, which is a basic construction material that is the essential binding ingredient in concrete, and specialty cement products, which are used in the casing of oil and gas wells. We also sell slag cement, which is used in concrete mix designs to improve the durability of concrete and reduce future maintenance costs.

Gypsum wallboard. We mine gypsum and manufacture and sell gypsum wallboard, which is used to construct interior walls and ceilings in residential, commercial and industrial structures.

Recycled paperboard. We manufacture and sell recycled paperboard, which is used to produce gypsum wallboard (including with respect to our own gypsum wallboard), and other industrial and consumer paperboard products.

Concrete and aggregates. We distribute and sell readymix concrete, which is a versatile, low-cost material widely used in construction, and mine and sell aggregates, including crushed stone, sand and gravel, which are used as components of composite building and construction materials.

Oil and gas proppants. We mine sand from open pit mines, and process the sand in our plants, where the sand is processed into various mesh sizes, dried and marketed primarily to oil service companies for use in hydraulic fracturing (frac sand). Our principal lines of business are our cement and gypsum wallboard businesses. Our cement business is supported by our concrete and aggregates business and our gypsum wallboard business is supported by our recycled paperboard business.

Table of Contents

- (1) Includes intersegment revenue and our proportionate share of revenue generated by Texas Lehigh Cement Company LP (the Joint Venture), a cement production joint venture owned 50% by us and 50% by Lehigh Cement Company LLC, a subsidiary of Heidelberg Cement AG.
- (2) Represents depreciation, depletion and amortization.
- (3) Includes the following add-backs: (i) an approximately \$35.0 million impairment of intangible assets in fiscal 2016 related to customer contracts; (ii) \$2.0 million of bad debt expense; and (iii) an approximately \$11.5 million write-down in raw sand inventory values. See subnotes (a), (b) and (c) to footnote (7) under the heading Summary historical consolidated financial data.

As of March 31, 2016, we operated six cement plants (one of which belongs to the Joint Venture), one slag grinding facility, 16 cement distribution terminals, five gypsum wallboard plants, one recycled paperboard plant, 17 concrete batching plants, four aggregates facilities, three frac sand wet processing facilities, three frac sand drying facilities and six frac sand trans-load locations. Our gypsum wallboard plant in Bernalillo, New Mexico has been idled since 2009. During the fourth quarter of fiscal 2016, we idled our Corpus Christi, Texas frac sand processing plant and our Kenedy, Texas and Fowlerton, Texas trans-load facilities, along with our Utica, Illinois frac sand mine. We intend to re-open the idled facilities when market conditions improve.

Our operations are geographically diversified within the United States, which subjects us to economic conditions in each geographic market as well as the national construction market. We sell cement in six regional markets, including northern Nevada and California, the greater Chicago area, the Rocky Mountain region, the Central Plains region and Texas, and we sell slag in the greater Chicago, Illinois area and the greater Midwest area. We have three concrete and aggregates businesses serving the areas immediately surrounding Austin, Texas, the greater Kansas City area and north of Sacramento, California. Gypsum wallboard is distributed throughout the U.S. with particular emphasis in the geographic markets nearest to our production facilities. We also operate a recycled paperboard business which sells internally to our wallboard business as well as to external customers. Oil well cement and frac sand are sold into shale deposit zones across the United States.

Our revenues for fiscal 2016 were \$1,143.5 million, of which approximately 40% was generated by our cement business, 35% by our gypsum wallboard business, 11% by our recycled paperboard business, 10% by our concrete and aggregates business, and 4% by our oil and gas proppants business. During fiscal 2016, we sold 4.8 million short tons of cement, 2,394 million square feet of gypsum wallboard, 288,000 tons of recycled paperboard, 3.0 million tons of aggregates and 1.1 million cubic yards of concrete.

Table of Contents

The drivers of construction products demand continue to improve incrementally, indicating that a cyclical recovery is underway. The pace of this recovery continues to depend on the pace of growth in the U.S. economy. New residential construction has continued to recover, as demonstrated by a 10% increase in single family and 12% increase multi-family housing starts during 2015. In December 2015, the Fixing America's Surface Transportation Act (the FAST Act), was signed into law. This is the first significant transportation act enacted in ten years. The FAST Act is legislation to improve the nation's surface transportation infrastructure, including roads, bridges, transit systems and rail transportation network over a five-year period. Increased infrastructure spending in the future should positively impact both our cement and concrete and aggregates businesses.

Our cement sales network stretches across the central U.S., both east to west and north to south. While we anticipate construction grade cement consumption to continue to increase during 2016, we expect that each region will increase at a different pace. Cement markets are affected by infrastructure spending, industrial construction and residential building activity. We expect volume and pricing improvements to vary in each of our cement markets.

Wallboard demand is heavily influenced by new residential housing construction as well as repair and remodeling. Most forecasts point to a continued increase in demand in both of these areas in 2016. Industry shipments of gypsum wallboard totaled approximately 22.0 billion square feet in 2015, compared to 21.5 billion square feet in 2014, and we anticipate demand continuing to improve in 2016.

We anticipate increased demand for gypsum wallboard to positively impact our recycled paperboard business as sales of higher contribution gypsum paper are expected to continue to increase during 2016, both in gross tons and as a percentage of total sales volumes.

We believe we are positioned to benefit as economic conditions continue to improve due to our competitive strengths and business strategy, as outlined below.

Competitive strengths

We believe the following competitive strengths differentiate us from our competitors and contribute to our continued success.

Low-cost producer. We believe that maintaining our position as a low-cost producer is a key factor to our success in the largely commodities-based industries in which we operate. We strive to remain a low-cost producer by operating more efficiently than our competitors, specifically in the areas of raw material extraction, energy usage, waste and overhead. We focus on maintaining our facilities in like-new condition through our strategic investment and maintenance program. We have also realized significant savings by vertically integrating our recycled paperboard and gypsum wallboard operations. We have a differentiated strategy whereby our core products are the primary focus, as opposed to committing resources to particular trends and following the market. As a result of these efforts, and unlike many of our competitors, we were able to generate positive cash flow and maintain profitability on a consolidated basis in each fiscal year during the recent economic downturn, and believe we are positioned to benefit from future market and economic improvements.

Diversified product, geographic and customer mix. Our revenues are diversified across the various construction materials we sell, including cement, gypsum wallboard, recycled paperboard and concrete and aggregates. These products exhibit somewhat different drivers of demand, with cement being more dependent on infrastructure, non-residential construction and oil and gas drilling activity, and wallboard being more dependent on levels of new residential housing and repair and remodel activity. We are also diversified across

Table of Contents

various regions in the United States, many of which we believe have favorable growth rates relative to national averages due to longstanding demographic and industry trends. We maintain a broad and diverse base of long-term customers, with no single customer accounting for more than 5% of revenues in fiscal 2016.

Leading market positions in attractive markets. Many of our plants are strategically located in close proximity to markets with favorable end-user demand for our products. The high cost of transporting cement provides us with a competitive advantage relative to out-of-market competitors. In addition, we believe that our customer service and in-depth market knowledge are essential to maintaining existing customers and securing new business in our principal markets. Demand continues to increase for our construction products and building materials businesses, as underlying economic fundamentals in the U.S. continue to improve. Cement consumption in the United States, as estimated by the Portland Cement Association, increased approximately 4% in 2015 to 99.0 million short tons, compared to 95.4 million short tons in 2014. Demand for gypsum wallboard continues to improve as well, as industry shipments of gypsum wallboard increased, primarily due to the approximately 10% and 12% increase in single family and multi-family housing starts, respectively, during 2015.

High barriers to competitive entry. The U.S. cement industry has relatively high barriers to entry. Zoning, environmental permitting and recent emissions regulations make it difficult to establish new cement plants in the United States, particularly in closer-to-market urban and suburban areas. In addition, establishing a new plant would involve significant up-front costs and a long lead time. Additionally, any new entrant in the U.S. cement industry would need to obtain access to limestone and aggregates reserves proximal to its operations. Our reserves provide us with a competitive advantage due to their overall sufficiency with respect to our existing and future needs, and proximity to our production facilities. We believe that the estimated recoverable limestone reserves owned or leased by us will permit each of our cement plants to operate at our present production capacity for at least 30 years. In addition, based on its current production capacity, we estimate our northern California and Austin, Texas quarries contain over 100 years and approximately 25 years of reserves, respectively. Our quarries in the Kansas City market currently have approximately 50 years of reserves.

Experienced management team. Our senior management team has extensive experience, with an average of over 20 years in the industry, spanning several business cycles. Our senior management team, led by our chief executive officer, David Powers, and our chief financial officer, Craig Kesler, have been integral to our successful navigation through the prolonged economic downturn by continuing to execute on our low cost producer strategy.

Business strategy

We intend to grow our business profitably through the following strategic initiatives.

Maintain low-cost operating structure. Our focus on being a low-cost producer has enabled us to generate significant cash flow from our business and remain profitable on a consolidated basis during the recent economic downturn. We have exhibited strong cost management at all stages of recent economic cycles. As demand rebounds from distressed levels, we have historically experienced increases in pricing, creating opportunities to increase operating leverage and cash flow. Accordingly, we seek to optimize cash flow during all demand cycles with our focus on cost management.

Grow through opportunistic acquisitions. We have periodically used acquisitions and joint venture arrangements to capitalize on opportunities and to enhance our operations and business lines. In general, we are very selective and disciplined in pursuing acquisitions of businesses that we believe are a compelling fit with

Table of Contents

our existing operations, and provide an opportunity to generate attractive returns. For example, during fiscal 2016, we acquired the Skyway Plant in South Chicago, which enables us to sell a different grade of cement and complimentary product (slag cement) to our existing customer base while leveraging our existing infrastructure. We expect to continue to evaluate potential acquisition and joint venture opportunities.

Maintain disciplined financial policy. Our conservative balance sheet strategy focuses on maintaining prudent levels of leverage and liquidity through the business cycle. When financing organic or acquisition growth opportunities, we consider the appropriate mix of debt and equity funding to protect our balance sheet from potential downturns in economic and construction. We believe this disciplined financial policy and conservative capital structure will enable us to continue to efficiently execute our growth strategy, even during challenging economic environments.

Industry overview

Cement and slag. Cement is the basic binding agent for concrete, a primary construction material. Slag is used in concrete mix designs to improve the durability of concrete and reduce future maintenance costs. The principal raw material used in the production of Portland cement is calcium carbonate in the form of limestone. Limestone is obtained principally through mining and extraction operations conducted at quarries.

The principal sources of demand for cement and slag are infrastructure, commercial construction and residential construction. Cement consumption in the United States, as estimated by the Portland Cement Association, increased approximately 4% to 99.0 million short tons in 2015. The Portland Cement Association forecasts cement consumption will increase 3.4% in 2016. Demand for slag has increased as the availability of fly ash has decreased due to the conversion of power plants to natural gas from coal.

The cement industry is extremely competitive as a result of multiple domestic suppliers and the importation of foreign cement through various terminal operations. Approximately 75% of the U.S. cement industry is owned by foreign multi-national companies. Competition among producers and suppliers of cement is based primarily on price, with consistency of quality and service to customers also being important. Price competition among individual producers and suppliers of cement within a geographic area is intense because of the fungible nature of the product. Because of cement's low value-to-weight ratio, the relative cost of transporting cement on land is high and limits the geographic area in which each company can market its products profitably. Accordingly, the U.S. cement industry is largely a regional business rather than a single national one. No single cement company has a distribution of plants extensive enough to serve all geographic areas, so profitability is sensitive to shifts in the balance between regional supply and demand. Cement imports into the U.S. occur primarily to supplement domestic cement production or to supply a particular region. Cement is typically imported into deep water ports or transported on the Mississippi River system near major population centers to take advantage of lower waterborne freight costs versus higher truck and rail transportation costs.

Gypsum wallboard and recycled paperboard. Gypsum wallboard is used to construct the interior walls and ceilings in residential, commercial and industrial structures. There are four primary steps in the gypsum wallboard manufacturing process: (1) gypsum is mined and extracted from the ground (or, in the case of synthetic gypsum, received from a power generation company); (2) the gypsum is then calcined and converted into plaster; (3) the plaster is mixed with various other materials and water to produce a mixture known as slurry, which is extruded between two continuous sheets of recycled paperboard on a high-speed production line and allowed to harden; and (4) the sheets of gypsum wallboard are then cut to appropriate lengths, dried and bundled for sale.

Table of Contents

The principal sources of demand for gypsum wallboard are (i) residential construction, (ii) repair and remodeling, and (iii) non-residential construction, which we estimate accounted for approximately 45%, 45%, and 10%, respectively, of 2016 industry sales. Demand for gypsum wallboard remains highly cyclical, and closely follows construction industry cycles, particularly housing construction. Demand for wallboard can be seasonal and is generally greater from spring through the middle of autumn. Although gypsum wallboard is distributed principally in local areas, certain industry producers have the ability to ship gypsum wallboard by rail outside their usual regional distribution areas to regions where demand is strong.

The gypsum wallboard segment in the U.S. is dominated by a few players. We estimate that the three largest producers (USG, National Gypsum and Koch Industries) account for approximately 60% of gypsum wallboard sales in the U.S. Due to the commodity nature of the product, competition is based principally on price, which is highly sensitive to changes in supply and demand.

Concrete and aggregates. Readymix concrete is a versatile, low-cost building material used in almost all types of construction. The production of readymix concrete involves the mixing of cement, sand, gravel, or crushed stone and water to form concrete, which is then sold and distributed to numerous construction contractors. Concrete is produced in batch plants and transported to the customer's job site in mixer trucks. The construction aggregates business consists of the mining, extraction, production and sale of crushed stone, sand, gravel and lightweight aggregates such as expanded clays and shales. Construction aggregates of suitable characteristics are employed in virtually all types of construction, including the production of readymix concrete and asphaltic mixes used in highway construction and maintenance. Demand for readymix concrete and aggregates largely depend on local levels of construction activity.

Oil and gas proppants. The frac sand production process includes stripping the overburden overlaying the planned mining area, and removing the sand through blasting or mechanically with the use of mobile equipment. Processing includes washing the sand with water, and screening to remove non-salable material after which the sand is dried and further screened to its final mesh sizes. The recent decline in U.S. rig count and completion activity has adversely impacted oil and gas activity leading to reduced annual demand and pricing for proppants.

Recent developments

First quarter results

Below is an update regarding our results of operations for the three-month period ended June 30, 2016, our first quarter of fiscal 2017. Notable items include the following:

Revenues of approximately \$297.5 million, 4% greater than revenues for the three-month period ended June 30, 2015.

Earnings before interest and income taxes of approximately \$71.2 million, 18% greater than earnings before interest and income taxes for the three-month period ended June 30, 2015.

Net earnings of approximately \$45.3 million, 20% greater than net earnings for the three-month period ended June 30, 2015.

Net debt-to-capitalization ratio at June 30, 2016 of 31.7%, compared to a 32.6% net debt-to-capitalization ratio at March 31, 2016.

Table of Contents

Set forth below are certain unaudited financial results for the three-month period ended June 30, 2016, compared with corresponding results for the three-month period ended June 30, 2015.

(in thousands, except net sales prices and as otherwise indicated)	June 30, 2016	Fiscal quarter ended June 30, 2015
Consolidated statements of earnings:		
Revenues	\$ 297,504	\$ 284,963
Cost of goods sold	225,549	223,866
Gross profit	71,955	61,097
Equity in earnings of unconsolidated joint venture(1)	7,980	7,830
Corporate general and administrative expense	(9,833)	(8,991)
Other, net	1,075	435
Earnings before interest and income taxes	71,177	60,371
Interest expense, net	(3,901)	(4,486)
Earnings before income taxes	67,276	55,885
Income taxes	(21,932)	(18,123)
Net earnings	\$ 45,344	\$ 37,762
Balance sheet data (as of period end):		
Cash and cash equivalents	\$ 9,180	\$ 7,551
Total assets	1,889,085	1,908,348
Total current liabilities	119,750	166,061
Total debt	498,714	523,759
Total liabilities	832,642	860,123
Total stockholders' equity	1,056,443	1,048,225
Additional segment operating statistics:		
Revenues(2):		
Cement	\$ 116,369	\$ 98,039
Gypsum wallboard	113,262	115,052
Recycled paperboard	28,309	20,767
Oil and gas proppants	5,096	22,825
Concrete and aggregates	34,468	28,280
Operating earnings:		
Cement(3)	\$ 31,600	\$ 25,713
Gypsum wallboard	39,336	40,894
Recycled paperboard	11,227	6,030
Oil and gas proppants	(5,912)	(5,636)
Concrete and aggregates	3,684	1,926
Other, net	1,075	435
Sub-total	81,010	69,362
Corporate general and administrative expense	(9,833)	(8,991)
Earnings before interest and income taxes	\$ 71,177	\$ 60,371

Table of Contents

(in thousands, except net sales prices and as otherwise indicated)	June 30, 2016	Fiscal quarter ended June 30, 2015
Sales volume:		
Cement (in thousands of tons)(3)	1,251	1,203
Gypsum wallboard (in millions of square feet)	587	577
Recycled paperboard (in thousands of tons)	83	69
Concrete (in thousands of cubic yards)	287	249
Aggregates (in thousands of tons)	944	667
Frac sand (in thousands of tons)	74	231
Average net sales prices(4):		
Cement (per ton)	\$ 100.63	\$ 98.39
Gypsum wallboard (per thousand square feet)	157.69	163.46
Recycled paperboard (per ton)	498.92	503.80
Concrete (per cubic yard)	92.73	92.04
Aggregates (per ton)	8.30	7.94

(1) We conduct one of our six cement plant operations through the Joint Venture. We own a 50% interest in the Joint Venture and account for our interest using the equity method of accounting.

(2) Net of intersegment and Joint Venture revenues.

(3) Includes our proportionate share of the Joint Venture.

(4) Net of freight and delivery costs.

This section should be read in conjunction with Forward-looking statements, Summary historical consolidated financial data, Risk factors and Management's discussion and analysis of financial condition and results of operations.

Refinancing transactions

We intend to use the net proceeds of this offering to repay a portion of the amounts outstanding under our senior unsecured revolving credit facility. Substantially concurrently with the consummation of this offering, we also intend to amend our senior unsecured revolving credit facility to, among other things, extend its maturity from October 2019 to August 2021. Depending on the context in which it is used, Credit Facility refers to our unsecured revolving credit facility prior to or after such amendment. We refer to the amendment of the Credit Facility, the consummation of this offering, the application of the net proceeds from this offering to repay a portion of the amounts outstanding under the Credit Facility, and the payment of fees and expenses related to the foregoing, as the Refinancing Transactions. In addition, we intend, substantially concurrently with the consummation of this offering, to provide guarantees from each of our majority-owned subsidiaries in favor of obligations under our Credit Facility and each of our outstanding Series 2005A Senior Notes and Series 2007A Senior Notes (together, the Private Placement Senior Notes) to result in an identical guarantee structure across each tranche of our debt.

Table of Contents

The offering

The summary below describes the principal terms of the notes and is not intended to be complete. Some of the terms and covenants described below are subject to important limitations and exceptions. The Description of notes section of this prospectus supplement contains a more detailed description of the terms and covenants of the notes and the note guarantees.

Issuer	Eagle Materials Inc.
Securities offered	\$350,000,000 aggregate principal amount of 4.500% Senior Notes due 2026.
Maturity date	August 1, 2026.
Interest rate	4.500% per year.
Interest payment dates	February 1 and August 1, commencing February 1, 2017. Interest will accrue from August 2, 2016.
Optional redemption	<p>The notes will be redeemable at our option, in whole or in part, at any time on or after August 1, 2021, at the redemption prices set forth in this prospectus supplement, together with accrued and unpaid interest, if any, to, but excluding, the date of redemption.</p> <p>At any time prior to August 1, 2019, we may redeem up to 40% of the original aggregate principal amount of the notes (calculated after giving effect to any issuance of additional notes) with the proceeds of certain equity offerings at a redemption price of 104.500% of the principal amount of the notes, together with accrued and unpaid interest, if any, to, but excluding, the date of redemption.</p> <p>At any time prior to August 1, 2021, we may also redeem some or all of the notes at a price equal to 100% of the principal amount of the notes plus a make-whole premium, together with accrued and unpaid interest, if any, to, but excluding, the date of redemption.</p> <p>See Description of notes Optional redemption.</p>
Change of control offer	Upon the occurrence of a Change of Control (as defined under Description of notes Change of control) you will have the right, as holders of the notes, to cause us to repurchase some or all of your notes at 101% of their face amount, plus accrued and unpaid interest, if any, to, but excluding, the repurchase date. See Description of notes Change of control.
Guarantees	Initially, the notes will be guaranteed on a senior unsecured basis by all of our existing majority-owned subsidiaries and, in the future, by such subsidiaries that guarantee certain debt facilities of, or any debt securities issued by, Eagle Materials Inc. or the guarantors of the notes. Under certain circumstances, subsidiary guarantors may be released from their note guarantees without the consent of the holders of

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notes. See Description of notes Guarantees.

Texas Lehigh Cement Company LP, a Texas limited partnership in which we hold a 50% interest (the Joint Venture), will not guarantee the notes. The Joint Venture is accounted for in our audited consolidated financial statements, and

S-9

Table of Contents

the related notes thereto, included herein and in our Current Report, which is incorporated by reference into this prospectus supplement, using the equity method. Accordingly, the Joint Venture is not reflected in our consolidated revenues, assets or liabilities. For the year ended March 31, 2016, the Joint Venture:

represented approximately 18% of our net earnings; and

represented approximately 10% of our EBITDA.

Ranking

The notes and the note guarantees will be our and the subsidiary guarantors' senior unsecured obligations. Accordingly, they will:

rank senior in right of payment to all of our and the subsidiary guarantors' existing and future subordinated indebtedness;

rank equally in right of payment with all of our and the subsidiary guarantors' existing and future senior indebtedness;

be effectively subordinated to any of our and the subsidiary guarantors' existing and future secured debt, to the extent of the value of the assets securing such debt; and

be structurally subordinated to all of the existing and future liabilities (including trade payables) of the Joint Venture and any future non-guarantor subsidiaries.

As of March 31, 2016, after giving effect to the Refinancing Transactions:

we and our subsidiary guarantors would have had approximately \$513.2 million of total indebtedness (including the notes), all of which would have ranked equally with the notes;

we and our subsidiary guarantors would have had commitments available to be borrowed under our Credit Facility of approximately \$453.5 million (after giving effect to \$9.0 million of outstanding letters of credit), which could increase by up to an additional \$250.0 million in the aggregate if the existing or additional lenders are willing to make such increased commitments; and

the Joint Venture would have had approximately \$16.0 million of total liabilities (including trade payables), all of which would have been structurally senior to the notes.

Ratio of earnings to fixed charges

Our ratio of earnings to fixed charges for the fiscal year ended March 31, 2016 and the three months ended June 30, 2016 were 12.8x and 16.5x, respectively.

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Our pro forma ratio of earnings to fixed charges (giving effect to the Refinancing Transactions) for the fiscal year ended March 31, 2016 and the three months ended June 30, 2016 would have been 8.5x and 11.0x, respectively. The pro forma ratio of earnings to fixed charges does not necessarily represent what the actual ratio of earnings to fixed charges would have been had the Refinancing Transactions occurred as assumed.

S-10

Table of Contents

Covenants	<p>We will issue the notes under an indenture with The Bank of New York Mellon Trust Company, N.A., as trustee. The indenture that will govern the notes will, among other things, limit our ability and the ability of our subsidiaries to:</p> <p style="padding-left: 40px;">incur liens; enter into certain sale and leaseback transactions; and consolidate, merge or sell all or substantially all of our assets.</p> <p>These covenants will be subject to a number of important exceptions and qualifications. For more details, see Description of notes.</p>
Absence of public market for the notes	<p>The notes are a new issue of securities and there is currently no established trading market for the notes. The underwriters have advised us that they presently intend to make a market in the notes. However, they are not obligated to do so, and any market making may be discontinued without notice. We do not intend to apply for a listing of the notes on any securities exchange or an automated dealer quotation system. Accordingly, there can be no assurance as to the development or liquidity of any market for the notes. See Risk factors. An active trading market for the notes may not develop or be sustained.</p>
Use of proceeds	<p>We intend to use the net proceeds of this offering to repay a portion of the amounts outstanding under our Credit Facility and to pay certain fees relating to such repayment and the other Refinancing Transactions. See Use of proceeds.</p>
Underwriting (conflicts of interest)	<p>Affiliates of J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Wells Fargo Securities, LLC, BB&T Capital Markets, a division of BB&T Securities, LLC, PNC Capital Markets LLC and SunTrust Robinson Humphrey, Inc. will receive at least 5% of the net proceeds of this offering in connection with the repayment of outstanding indebtedness under our Credit Facility. See Use of proceeds. Accordingly, this offering is being made in compliance with the requirements of Rule 5121 of the Financial Industry Regulatory Authority, Inc. (FINRA). In accordance with that rule, no qualified independent underwriter is required. See Underwriting (conflicts of interest).</p>
Risk factors	<p>Investing in the notes involves substantial risk. In evaluating an investment in the notes, prospective investors should carefully consider, along with the other information contained in or incorporated by in this prospectus supplement and the accompanying prospectus, the specific factors set forth under the heading Risk factors for risks involved with an investment in the notes.</p>

Table of Contents**Summary historical consolidated financial data**

The following tables contain summary historical consolidated financial and other data derived from our audited consolidated financial statements as of and for the fiscal years ended March 31, 2016, 2015 and 2014. The balance sheet data as of March 31, 2016 and 2015 and the statements of earnings and cash flow data for the fiscal year ended March 31, 2016, 2015 and 2014 have been derived from audited consolidated financial statements included herein and in our Current Report, which is incorporated by reference into this prospectus supplement. The balance sheet data as of March 31, 2014 has been derived from audited consolidated financial statements, which are not incorporated by reference into this prospectus supplement. This summary financial data is not necessarily indicative of the results of future operations and should be read in conjunction with Capitalization, Selected historical consolidated financial information, Management's discussion and analysis of financial condition and results of operations in this prospectus supplement, and our audited consolidated financial statements, and the related notes thereto, included herein and in our Current Report, which is incorporated by reference into this prospectus supplement.

(in thousands, except net sales prices and as otherwise indicated)	Fiscal year ended		
	March 31, 2016	March 31, 2015	March 31, 2014
Consolidated statements of earnings(1)(2):			
Revenues	\$ 1,143,492	\$ 1,066,368	\$ 898,396
Cost of goods sold(3)	911,875	812,235	712,937
Gross profit	231,617	254,133	185,459
Equity in earnings of unconsolidated joint venture(4)	39,083	44,967	37,811
Corporate general and administrative expense	(37,193)	(30,751)	(24,552)
Other operating income	2,328	3,201	1,368
Acquisition and litigation expense(5)		(6,880)	
Interest expense, net	(16,583)	(11,743)	(18,282)
Earnings before income taxes	219,252	252,927	181,804
Income taxes(6)	(66,660)	(66,074)	(57,561)
Net earnings	\$ 152,592	\$ 186,853	\$ 124,243
Balance sheet data (as of period end):			
Cash and cash equivalents	\$ 5,391	\$ 7,514	\$ 6,482
Total assets	1,883,635	1,880,326	1,511,529
Total current liabilities	120,589	184,576	108,820
Total debt	507,714	512,759	381,259
Total liabilities	843,104	869,733	680,030
Total stockholders' equity	1,040,531	1,010,593	831,499
Cash flow data:			
Net cash provided by operating activities	\$ 265,767	\$ 234,121	\$ 170,633
Net cash (used in) investing activities	(121,990)	(348,744)	(59,490)
Net cash provided by (used in) financing activities	(145,900)	115,655	(108,558)
Other data:			
EBITDA(7)	\$ 332,940	\$ 340,969	\$ 270,107
Adjusted EBITDA(7)	384,252	349,407	280,182
Depreciation, depletion amortization	97,105	76,299	70,021
Capital expenditures	89,563	111,573	59,490

Table of Contents

(in thousands, except net sales prices and as otherwise indicated)	Fiscal year ended		
	March 31, 2016	March 31, 2015	March 31, 2014
Adjusted data(8):			
Ratio of total debt to Adjusted EBITDA(7)	1.3x		
Ratio of Adjusted EBITDA to interest expense(7)	14.8x		
Additional segment operating statistics:			
Revenues(9):			
Cement(10)	\$ 528,499	\$ 488,644	\$ 438,224
Gypsum wallboard	461,457	437,514	387,016
Recycled paperboard	149,192	142,690	130,178
Oil and gas proppants	57,591	81,381	19,557
Concrete and aggregates	128,073	107,892	96,908
Operating earnings:			
Cement(10)	\$ 137,854	\$ 117,527	\$ 89,486
Gypsum wallboard	159,352	145,871	114,852
Recycled paperboard	32,153	31,512	23,610
Oil and gas proppants	(68,466)	(2,546)	(4,890)
Concrete and aggregates	9,807	6,736	212
Sales volume:			
Cement (in thousands of tons)(10)	4,778	4,799	4,593
Gypsum wallboard (in millions of square feet)	2,394	2,210	2,112
Recycled paperboard (in thousands of tons)	288	276	256
Concrete (in thousands of cubic yards)	1,101	958	899
Aggregates (in thousands of tons)	3,009	3,026	3,228
Average net sales prices(11):			
Cement (per ton)(10)	\$ 98.07	\$ 92.91	\$ 87.31
Gypsum wallboard (per thousand square feet)	157.91	162.06	148.33
Recycled paperboard (per ton)	505.35	507.47	504.41
Concrete (per cubic yard)	92.70	87.93	82.55
Aggregates (per ton)	8.28	7.50	6.76

- (1) Fiscal year ended March 31, 2015 includes operations related to CRS Holdco LLC, CRS Proppants LLC, Great Northern Sand LLC, and related entities (collectively, CRS Proppants), a supplier of frac sand to the energy industry, which we acquired on November 14, 2014, from the date of such acquisition (the CRS Acquisition) through March 31, 2015.
- (2) Fiscal year ended March 31, 2016 includes operations related to a 600,000 ton per year granulated ground blast furnace slag plant in South Chicago (the Skyway Plant) that we acquired on July 10, 2015 from Holcim (US) Inc., from the date of such acquisition (the Skyway Acquisition) through March 31, 2016.
- (3) See subnotes (a), (b) and (c) of footnote (7) below.
- (4) We conduct one of our six cement plant operations through the Joint Venture. We own a 50% interest in the Joint Venture and account for our interest using the equity method of accounting.
- (5) Consists of litigation expenses related to our lawsuit against the Internal Revenue Service, as well as expenses related to the CRS Acquisition and Skyway Acquisition, and due diligence efforts associated with the growth our construction products business. Legal fees related to our lawsuit against the Internal Revenue Service were approximately \$4.3 million, while our expenses related to the CRS Acquisition and Skyway Acquisition were approximately \$2.6 million in fiscal 2015. The remaining expense was related to our due diligence efforts during fiscal 2015. See footnote (H) of the notes to our audited consolidated financial statements included herein and in our Current Report, which is incorporated by reference into this prospectus supplement, for more information.

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- (6) Reflects a decrease in our effective tax rate to approximately 26% in fiscal 2015 compared to approximately 32% in fiscal 2014. This decrease was primarily due to the settlement of our lawsuit with the Internal Revenue Service. Under the terms of the settlement, we dismissed our lawsuit seeking to recover taxes, interest and penalties paid, in exchange for the Internal Revenue Service conceding 40% of the penalties, plus related interest, to date. In accordance with the settlement, we recorded an income tax benefit of approximately \$16.6 million during the fourth quarter of fiscal 2015. Excluding the impact of the IRS settlement, our effective tax rate would have been 33% in fiscal 2015. See footnote (H) of the notes to our audited consolidated financial statements included herein and in our Current Report, which is incorporated by reference into this prospectus supplement, for more information.

S-13

Table of Contents

(7) EBITDA is defined by us as net earnings before income taxes, interest expense and depreciation, depletion and amortization. Adjusted EBITDA is defined by us as EBITDA before impairment of intangible assets, write-down of raw sand inventory, reduction of prepaid sand liability, equity in earnings of the Joint Venture, net of distributions from the Joint Venture, and stock compensation expense. We present EBITDA and Adjusted EBITDA because we believe that EBITDA and Adjusted EBITDA are useful supplemental measures in evaluating the performance of our business and provide greater transparency into our results of operations. EBITDA and Adjusted EBITDA are used by our management to perform such evaluation. We also believe that EBITDA and Adjusted EBITDA facilitate company-to-company operating performance comparisons by backing out potential differences caused by variations in capital structures (affecting net interest expense), taxation and the age and book appreciation of facilities (affecting relative depreciation expense), which may vary for different companies for reasons unrelated to operating performance. We believe that EBITDA and Adjusted EBITDA are frequently used by investors, securities analysts and other interested parties in their evaluation of companies, many of which present EBITDA and Adjusted EBITDA when reporting their results. Our presentation of EBITDA and Adjusted EBITDA may not be comparable to similarly titled measures used by other companies. EBITDA and Adjusted EBITDA have limitations as analytical tools, and you should not consider them either in isolation or as substitutes for analyzing our results as reported under GAAP. Some of these limitations are:

EBITDA and Adjusted EBITDA do not reflect changes in, or cash requirements for, our working capital needs;

EBITDA and Adjusted EBITDA do not reflect our interest expense, or the cash requirements necessary to service interest or principal payments, on our debt;

EBITDA and Adjusted EBITDA do not reflect our income tax expense or the cash requirements to pay our taxes;

EBITDA and Adjusted EBITDA do not reflect historical cash expenditures or future requirements for capital expenditures or contractual commitments;

although depreciation, depletion and amortization are non-cash charges, the assets being depreciated, depleted and amortized will often have to be replaced in the future, and EBITDA and Adjusted EBITDA do not reflect any cash requirements for such replacements; and

other companies in our industry may calculate EBITDA and Adjusted EBITDA differently so they may not be comparable.

The following is a reconciliation of net earnings, the most directly comparable GAAP performance measure, to EBITDA, and EBITDA to Adjusted EBITDA:

(in thousands)	March 31, 2016	March 31, 2015	Fiscal year ended March 31, 2014
Net earnings	\$ 152,592	\$ 186,853	\$ 124,243
Income taxes	66,660	66,074(6)	57,561
Interest expense, net	16,583	11,743	18,282
Depreciation, depletion and amortization	97,105	76,299	70,021
EBITDA	\$ 332,940	\$ 340,969	\$ 270,107
Impairment of intangible assets(a)	34,999		
Write-down of raw sand inventory(b)	11,500		
Reduction of prepaid sand liability(c)	(10,700)		
Equity in earnings of unconsolidated joint venture(d)	(39,083)	(44,967)	(37,811)
Distributions from Joint Venture(d)	37,250	40,375	37,750
Stock compensation expense	17,346	13,030	10,136
Adjusted EBITDA	\$ 384,252	\$ 349,407	\$ 280,182

(a)

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Consists of an approximately \$35.0 million impairment charge of intangible assets reflected in cost of goods sold in fiscal 2016, relating to several contracts acquired in connection with the CRS Acquisition, which resulted primarily from the decreased demand and pricing for proppants due to the decline in oil and gas activity.

- (b) Consists of an approximately \$11.5 million write-down in raw sand inventory values reflected in cost of goods sold in fiscal 2016, relating to values associated primarily with a downward revaluation of raw sand inventory that CRS Proppants purchased from a third party pursuant to a purchase contract entered into in connection with a plant expansion.

- (c) Reflects the forfeiture by a customer of its prepayment of \$15.0 million for sand to be purchased at CRS Proppants. Pursuant to the underlying agreement, this prepayment was to be credited to the customer based on future purchases. Because the customer has not made the required purchases in accordance with the terms of the contract, it has forfeited approximately \$10.7 million of the prepaid balance as of March 31, 2016. The reversal of the \$10.7 million was recorded as a reduction to cost of goods sold in our oil and gas proppants segment during fiscal 2016. We have a \$2.0 million liability related to the remaining customer prepayment of sand, which is included in Other long-term liabilities on our consolidated balance sheet. The contract terminated on June 30, 2016, at which time the remaining \$2.0 million was forfeited because the customer did not place any additional orders for the contracted amount of sand.

- (d) See footnote (4) above.

- (8) Calculated using historical financial data as adjusted to give effect to the Refinancing Transactions.

- (9) Gross revenue, before freight and delivery costs.

- (10) Includes our proportionate share of the Joint Venture.

- (11) Net of freight and delivery costs.

Table of Contents

Risk factors

Any investment in the notes involves a significant degree of risk. Our business, operations and financial condition are subject to various risks and uncertainties. Some of these are described below and other factors are noted throughout this prospectus supplement, the accompanying prospectus and any free writing prospectus, including the documents incorporated by reference herein or therein, and you should take those risks into account in evaluating us or any investment decision involving us or in deciding whether to purchase the notes offered by this prospectus supplement. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations. This section does not describe all risks or uncertainties applicable to us, our industry, our business, or an investment in the notes and it is intended only as a summary of certain material factors.

If one or more of these risks or uncertainties materialize, or if underlying assumptions prove incorrect, actual outcomes may vary materially from those contained in any forward-looking statement included in this prospectus supplement, the accompanying prospectus and any free writing prospectus, including the documents incorporated by reference herein or therein.

This discussion of risk factors should be read in conjunction with Management's discussion and analysis of financial condition and results of operations, included herein and in our Annual Report, which is incorporated by reference into this prospectus supplement, and our audited consolidated financial statements, and the related notes thereto, included herein and in our Current Report, which is incorporated by reference into this prospectus supplement.

Risks related to our business

We are affected by the level of demand in the construction industry.

Demand for our construction products and building materials is directly related to the level of activity in the construction industry, which includes residential, commercial and infrastructure construction. While the most recent downturn in residential and commercial construction, which began in calendar 2007, materially impacted our business, certain economic fundamentals began improving in calendar 2012, and have continued to improve through calendar 2015 and into calendar 2016; however, the rate and sustainability of such improvement remains uncertain. Infrastructure spending continues to be adversely impacted by a number of factors, including the budget constraints currently being experienced by federal, state and local governments. Any decrease in the amount of government funds available for such projects or any decrease in construction activity in general (including any weakness in residential construction or commercial construction) could have a material adverse effect on our business, financial condition and results of operations.

Our business is seasonal in nature, and this causes our quarterly results to vary significantly.

A majority of our business is seasonal with peak revenues and profits occurring primarily in the months of April through November when the weather in our markets is more suitable for construction activity. Quarterly results have varied significantly in the past and are likely to vary significantly in the future. Such variations could have a negative impact on the price of our common stock.

We are subject to the risk of unfavorable weather conditions, particularly during peak construction periods, as well as other unexpected operational difficulties.

Unfavorable weather conditions, such as snow, cold weather, hurricanes, tropical storms and heavy or sustained rainfall, can reduce construction activity and adversely affect demand for construction products. Such weather conditions can also increase our costs, reduce our production or impede our ability to transport our

Table of Contents

products in an efficient and cost-effective manner. Similarly, operational difficulties, such as business interruption due to required maintenance, capital improvement projects or loss of power, can increase our costs and reduce our production. In particular, the occurrence of unfavorable weather conditions and other unexpected operational difficulties during peak construction periods could adversely affect operating income and cash flow and could have a disproportionate impact on our results of operations for the full year.

We and our customers participate in cyclical industries and regional markets, which are subject to industry downturns.

A majority of our revenues are from customers who are in industries and businesses that are cyclical in nature and subject to changes in general economic conditions. For example, many of our customers operate in the construction industry, which is affected by a variety of factors, such as general economic conditions, changes in interest rates, demographic and population shifts, levels of infrastructure spending and other factors beyond our control. In addition, since our operations are in a variety of geographic markets, our businesses are subject to differing economic conditions in each such geographic market. Economic downturns in the industries to which we sell our products or localized downturns in the regions where we have operations generally have an adverse effect on demand for our products and adversely affect the collectability of our receivables. In general, any downturns in these industries or regions could have a material adverse effect on our business, financial condition and results of operations.

Our products are commodities, which are subject to significant changes in supply and demand and price fluctuations.

The products sold by us are commodities and competition among manufacturers is based largely on price. Prices are often subject to material changes in response to relatively minor fluctuations in supply and demand, general economic conditions and other market conditions beyond our control. Increases in the production capacity of industry participants for products such as gypsum wallboard or cement or increases in cement imports tend to create an oversupply of such products leading to an imbalance between supply and demand, which can have a negative impact on product prices. Currently, there continues to be significant excess capacity in the gypsum wallboard industry in the United States. There can be no assurance that prices for products sold by us will not decline in the future or that such declines will not have a material adverse effect on our business, financial condition and results of operations.

Our Cement business is capital intensive, resulting in significant fixed and semi-fixed costs. Therefore, our earnings are sensitive to changes in volume.

Due to the high levels of fixed capital required to produce cement, our profitability is susceptible to significant changes in volume. Although we believe that our current cash balance, along with our projected internal cash flows and our available financing resources, will provide sufficient cash to support our currently anticipated operating and capital needs, if we are unable to generate sufficient cash to purchase and maintain the property and machinery necessary to operate our cement business, we may be required to reduce or delay planned capital expenditures or incur additional debt. In addition, given the level of fixed and semi-fixed costs within our cement business and at our cement production facilities, decreases in volumes could have an adverse effect on our financial condition, results of operations and liquidity.

Our Oil and Gas Proppants business and financial performance depends on the level of activity in the oil and natural gas industries.

Our operations that produce frac sand are materially dependent on the levels of activity in natural gas and oil exploration, development and production. More specifically, the demand for the frac sand we produce is closely related to the number of natural gas and oil wells completed in geological formations where sand-based

Table of Contents

proppants are used in fracture treatments. These activity levels are affected by both short- and long-term trends in natural gas and oil prices. In recent years, natural gas and oil prices and, therefore, the level of exploration, development and production activity, have experienced significant fluctuations. Worldwide economic, political and military events, including war, terrorist activity, events in the Middle East and initiatives by the Organization of the Petroleum Exporting Countries, have contributed, and are likely to continue to contribute, to price volatility. Additionally, warmer than normal winters in North America and other weather patterns may adversely impact the short-term demand for natural gas and, therefore, demand for our products. Reduction in demand for natural gas to generate electricity could also adversely impact the demand for frac sand. A prolonged reduction in natural gas and oil prices would generally depress the level of natural gas and oil exploration, development, production and well completion activity and result in a corresponding decline in the demand for the frac sand we produce. In addition, any future decreases in the rate at which oil and natural gas reserves are discovered or developed, whether due to increased governmental regulation, limitations on exploration and drilling activity or other factors, could have material adverse effect on our Oil and Gas Proppants business, even in a stronger natural gas and oil price environment.

Any material nonpayment or nonperformance by any of our key customers could have a material adverse effect on our business and results of operations.

Any material nonpayment or nonperformance by any of our key customers could have a material adverse effect on our revenue and cash flows, in particular with respect to our Oil and Gas Proppants business. Our contracts with our customers provide for different potential remedies to us in the event a customer fails to purchase the minimum contracted amount of product in a given period. If we were to pursue legal remedies in the event a customer failed to purchase the minimum contracted amount of product under a fixed-volume contract or failed to satisfy the take-or-pay commitment under a take-or-pay contract, we may receive significantly less in a judgment or settlement of any claimed breach than we would have received had the customer fully performed under the contract. In the event of any customer's breach, we may also choose to renegotiate any disputed contract on less favorable terms (including with respect to price and volumes) to us to preserve the relationship with that customer. Accordingly, any material nonpayment or performance by our customers could have a material adverse effect on our revenue and cash flows.

Volatility and disruption of financial markets could affect access to credit.

Difficult economic conditions can cause a contraction in the availability, and increase the cost, of credit in the marketplace. A number of our customers or suppliers have been and may continue to be adversely affected by unsettled conditions in capital and credit markets, which in some cases have made it more difficult or costly for them to finance their business operations. These unsettled conditions have the potential to reduce the sources of liquidity for us and our customers.

Our and our customers' operations are subject to extensive governmental regulation, including environmental laws, which can be costly and burdensome.

Our operations and those of our customers are subject to and affected by federal, state and local laws and regulations with respect to such matters as land usage, street and highway usage, noise level and health and safety and environmental matters. In many instances, various certificates, permits or licenses are required in order for us or our customers to conduct business or carry out construction and related operations. Although we believe that we are in compliance in all material respects with applicable regulatory requirements, there can be no assurance that we will not incur material costs or liabilities in connection with regulatory requirements or that demand for our products will not be adversely affected by regulatory issues affecting our customers. In addition, future developments, such as the discovery of new facts or conditions, the enactment or adoption of new or stricter laws or regulations or stricter interpretations of existing laws or regulations, may impose new

Table of Contents

liabilities on us, require additional investment by us or prevent us from opening, expanding or modifying plants or facilities, any of which could have a material adverse effect on our financial condition or results of operations.

For example, greenhouse gasses (GHGs) currently are regulated as pollutants under the Clean Air Act (the CAA) and are subject to reporting and permitting requirements. Future consequences of GHG permitting requirements and potential emission reduction measures for our operations may be significant because (1) the cement manufacturing process requires the combustion of large amounts of fuel, (2) in our cement manufacturing process, the production of carbon dioxide is a byproduct of the calcination process, whereby carbon dioxide is removed from calcium carbonate to produce calcium oxide, and (3) our gypsum wallboard manufacturing process combusts a significant amount of fossil fuel, especially natural gas. In addition, the United States Environmental Protection Agency (the EPA) has proposed to regulate GHG emissions from existing fossil fuel-fired power plants as a result of the EPA 's promulgation of new source performance standards for the same sources. In the future, the EPA is expected to propose new source performance standards for cement manufacturing, which similarly will trigger a requirement for the EPA to promulgate regulations relating to existing cement manufacturing facilities. The timing of such regulation is uncertain.

On September 9, 2010, the EPA finalized National Emissions Standards for Hazardous Air Pollutants (NESHAP), for Portland cement plants (PC NESHAP). The PC NESHAP will require a significant reduction in emissions of certain hazardous air pollutants from Portland cement kilns. The PC NESHAP sets limits on mercury emissions from existing Portland cement kilns and increases the stringency of emission limits for new kilns. The PC NESHAP also sets emission limits for total hydrocarbons, particulate matter (as a surrogate for metal pollutants) and acid gases from cement kilns of all sizes. The PC NESHAP was scheduled to take full effect in September 2013; however, as a result of a decision by the U.S. Court of Appeals for the District of Columbia Circuit in *Portland Cement Ass'n v. EPA*, 665 F.3d 177 (D.C. Cir.) arising from industry challenges to the PC NESHAP, the EPA proposed a settlement agreement with industry petitioners in May 2012. In February 2013, the EPA published the final revised rule to the PC NESHAP which extended the compliance date until September 9, 2015 for existing cement kilns and made certain changes to the rules governing particulate matter monitoring methods and emissions limits, among other revisions. The 2013 revised rule was challenged in the U.S. Court of Appeals for the D.C. Circuit and on April 18, 2014, the court vacated the affirmative defense provision. The court upheld the EPA 's particulate matter emission standards and extended compliance date. On November 19, 2014, the EPA proposed a rule removing the affirmative defense provision and making minor technical corrections to the regulations. The PC NESHAP will materially increase capital costs and costs of production for us and the industry as a whole.

On March 21, 2011 the EPA proposed revised Standards of Performance for New Sources and Emissions Guidelines for Existing Sources for Commercial/Industrial Solid Waste Incinerators (the CISWI Rule) per Section 129 of the CAA, which created emission standards for 4 subcategories of industrial facilities, one of which is Waste Burning Kilns. The EPA simultaneously stayed the CISWI Rule for further reconsideration. Effective as of February 13, 2013, the EPA finalized revisions to the CISWI Rule. For those cement kilns that utilize non-hazardous secondary materials (NHSM) as defined in a rule first finalized on March 21, 2011 (and slightly revised effective February 13, 2013), the CISWI Rule will require significant reductions in emissions of certain pollutants from applicable cement kilns. The CISWI Rule sets forth emission standards for mercury, carbon monoxide, acid gases, nitrogen oxides, sulfur dioxide, certain metals (lead and cadmium) and more stringent standards than PC NESHAP for particulate matter and dioxin/furans. The CISWI Rule as currently promulgated may materially increase capital costs and costs for production but only for those facilities that will be using applicable solid wastes as fuel. The compliance date for this rule is expected to be March 1, 2018 (either 3 years after State CISWI plan approval, or 5 years from the date of the final CISWI Rule, whichever is sooner). It is anticipated that the CISWI Rule may materially increase capital costs and costs of production for the Company and the industry as a whole.

Table of Contents

On April 17, 2015, the EPA published its final rule addressing the storage, reuse and disposal of coal combustion products, which include fly ash and flue gas desulfurization gypsum (synthetic gypsum). We use synthetic gypsum in wallboard manufactured at our Georgetown, South Carolina plant. The rule, which applies only to electric utilities and independent power producers, establishes standards for the management of coal combustion residuals (CCRs) under Subtitle D of the Resource Conservation and Recovery Act (RCRA), which is the Subtitle that regulates non-hazardous wastes. The rule imposes requirements addressing CCR surface impoundments and landfills, including location restrictions, design and operating specifications, groundwater monitoring requirements, corrective action requirements, recordkeeping and reporting obligations, and closure requirements. Beneficial encapsulated uses of CCRs, including synthetic gypsum, are exempt from regulation. The rule became effective on October 14, 2015, with many of the requirements phased in months or years after the effective date. Given the EPA's decision to continue to allow CCR to be used in synthetic gypsum and to regulate CCR under the non-hazardous waste sections of RCRA, we do not expect the rule to materially affect our business, financial condition and results of operations.

On October 1, 2015, the EPA lowered the primary and secondary ozone standards from the current 8-hour standard of 75 parts per billion (ppb) to 70 ppb. The EPA also strengthened the secondary ozone standard to improve protection for trees, plants and ecosystems. Like the primary standard, an area will meet the secondary standard if the fourth-highest maximum daily 8-hour ozone concentration per year, averaged over three years, is equal to or less than 70 ppb. The EPA based the secondary standard on the W126 metric, an index designed to show the cumulative impact of ozone on plants and trees seasonally. The EPA has issued an implementation memo describing how it will determine whether the ozone levels in areas across the country, typically on a county level, are above the new standards. Areas above the new standards will be designated as nonattainment; areas at or below the new standards will be designated attainment. In states with major emitting sources located in or near designated nonattainment areas, States will impose new and costly regulatory requirements. For areas that are determined to be in non-attainment, states will be required to develop plans to bring the areas into attainment by as early as 2020. At this time, it is not possible to determine whether any area in which we operate will be designated nonattainment. However, if that occurs, we may be required to meet new control requirements requiring significant capital expenditures for compliance.

Our cement plants located in Kansas City, Missouri and Tulsa, Oklahoma are subject to certain obligations under a consent decree with the United States requiring the establishment of facility-specific emissions limitations for certain air pollutants. Limitations that significantly restrict emissions levels beyond current operating levels may require additional investments by us or place limitations on operations, any of which could have a material adverse effect on our financial condition or results of operations.

Our cement plant in Tulsa, Oklahoma is subject to NESHAP for hazardous waste combustors (the HWC MACT), which imposes emission limitations and operating limits on cement kilns that are fueled by hazardous wastes. Compliance with the HWC MACT could impose additional liabilities on us or require additional investment by us, which could have a material adverse effect on our financial condition or results of operations. In addition, new developments, such as new laws or regulations, may impose new liabilities on us, require additional investment by us or prevent us from operating or expanding plants or facilities, any of which could have a material adverse effect on our financial condition or results of operations. For example, while the HWC MACT has not been updated since 2008, 73 Fed. Reg. 64068 (Oct. 28, 2008), future revisions to the HWC MACT regulations would apply to both of the cement kilns used at our cement plant in Tulsa, Oklahoma. Such revision could require new control requirements and significant capital expenditure for compliance. In 2013, the EPA adopted the final CISWI Rule (as discussed above) that likely will apply to the cement kiln used by our cement plant in Sugar Creek, Missouri and the two cement kilns at Nevada Cement Company, and may impose new control requirements requiring significant capital expenditures for compliance. Existing CISWI units will need to comply with the CISWI Rule when it becomes effective, which is expected to occur in early 2018.

Table of Contents

We may incur significant costs in connection with pending and future litigation.

We are, or may become, party to various lawsuits, claims, investigations and proceedings, including but not limited to personal injury, environmental, antitrust, tax, asbestos, property entitlements and land use, intellectual property, commercial, contract, product liability, health and safety, and employment matters. The outcome of pending or future lawsuits, claims, investigations or proceedings is often difficult to predict, but could be adverse and material in amount. In addition, the defense of these lawsuits, claims, investigations and proceedings may divert our management's attention and we may incur significant costs in defending these matters. See Business Legal Proceedings.

Our results of operations are subject to significant changes in the cost and availability of fuel, energy and other raw materials.

Major cost components in each of our businesses are the costs of fuel, energy and raw materials. Significant increases in the costs of fuel, energy or raw materials or substantial decreases in their availability could materially and adversely affect our sales and operating profits. Prices for fuel, energy or raw materials used in connection with our businesses could change significantly in a short period of time for reasons outside our control. Prices for fuel and electrical power, which are significant components of the costs associated with our gypsum wallboard and cement businesses, have fluctuated significantly in recent years and may increase in the future. In the event of large or rapid increases in prices, we may not be able to pass the increases through to our customers in full, which would reduce our operating margin.

Changes in the cost or availability of raw materials supplied by third parties may adversely affect our operating and financial performance.

We generally maintain our own reserves of limestone, gypsum, aggregates and other materials that we use to manufacture our products. However, we obtain certain raw materials used to manufacture our products, such as synthetic gypsum, from third parties who produce such materials as by-products of industrial processes. While we try to secure our needed supply of such materials through long-term contracts, those contracts may not be sufficient to meet our needs or we may be unable to renew or replace existing contracts when they expire or are terminated in the future. Should our existing suppliers cease operations or reduce or eliminate production of these by-products, our costs to procure these materials may increase significantly or we may be obliged to procure alternatives to replace these materials, which may not be available on commercially reasonable terms or at all. Any such development may adversely affect our operations and financial condition.

We may become subject to significant clean-up, remediation and other liabilities under applicable environmental laws.

Our operations are subject to state, federal and local environmental laws and regulations, which impose liability for cleanup or remediation of environmental pollution and hazardous waste arising from past acts. These laws and regulations also require pollution control and prevention, site restoration and operating permits and/or approvals to conduct certain of our operations or expand or modify our facilities. Certain of our operations may from time-to-time involve the use of substances that are classified as toxic or hazardous substances within the meaning of these laws and regulations. Additionally, any future laws or regulations addressing GHG emissions would likely have a negative impact on our business or results of operations, whether through the imposition of raw material or production limitations, fuel-use or carbon taxes emission limitations or reductions or otherwise. We are unable to estimate accurately the impact on our business or results of operations of any such law or regulation at this time. Risk of environmental liability (including the incurrence of fines, penalties or other sanctions or litigation liability) is inherent in the operation of our businesses. As a result, it is possible that environmental liabilities and compliance with environmental regulations could have a material adverse effect on our operations in the future.

Table of Contents

Significant changes in the cost and availability of transportation could adversely affect our business, financial condition and results of operations.

Some of the raw materials used in our manufacturing processes, such as coal or coke, are transported to our facilities by truck or rail. In addition, transportation logistics play an important part in allowing us to supply products to our customers, whether by truck, rail or barge. For example, we deliver gypsum wallboard to many areas of the United States and the transportation costs associated with the delivery of our wallboard products represent a significant portion of the variable cost of our gypsum wallboard segment. Significant increases in the cost of fuel or energy can result in material increases in the cost of transportation, which could materially and adversely affect our operating profits. In addition, reductions in the availability of certain modes of transportation such as rail or trucking could limit our ability to deliver product and therefore materially and adversely affect our operating profits.

Our production facilities may experience unexpected equipment failures, catastrophic events and scheduled maintenance.

Interruptions in our production capabilities may cause our productivity and results of operations to decline significantly during the affected period. Our manufacturing processes are dependent upon critical pieces of equipment. Such equipment may, on occasion, be out of service as a result of unanticipated events such as fires, explosions, violent weather conditions or unexpected operational difficulties. We also have periodic scheduled shut-downs to perform maintenance on our facilities. Any significant interruption in production capability may require us to make significant capital expenditures to remedy problems or damage as well as cause us to lose revenue and profits due to lost production time, which could have a material adverse effect on our results of operations and financial condition.

Increases in interest rates and inflation could adversely affect our business and demand for our products, which would have an adverse effect on our results of operations.

Our business is significantly affected by the movement of interest rates. Interest rates have a direct impact on the level of residential, commercial and infrastructure construction activity by impacting the cost of borrowed funds to builders. Higher interest rates could result in decreased demand for our products, which would have a material adverse effect on our business and results of operations. In addition, increases in interest rates could result in higher interest expense related to borrowings under our Credit Facility. Inflation can result in higher interest rates. With inflation, the costs of capital increase, and the purchasing power of our cash resources can decline. Current or future efforts by the government to stimulate the economy may increase the risk of significant inflation, which could have a direct and indirect adverse impact on our business and results of operations.

Any new business opportunities we may elect to pursue will be subject to the risks typically associated with the early stages of business development or product line expansion.

We are continuing to pursue opportunities which are natural extensions of our existing core businesses and which allow us to leverage our core competencies, existing infrastructure and customer relationships. See Management's Discussion and Analysis of Financial Conditions and Results of Operations Executive Summary. Our likelihood of success in pursuing and realizing these opportunities must be considered in light of the expenses, difficulties and delays frequently encountered in connection with the early phases of business development or product line expansion, including the difficulties involved in obtaining permits; planning and constructing new facilities; transporting and storing products; establishing, maintaining or expanding customer relationships; as well as navigating the regulatory environment in which we operate. There can be no assurance that we will be successful in the pursuit and realization of these opportunities.

Table of Contents

We may be adversely affected by decreased demand for frac sand or the development of either effective alternative proppants or new processes to replace hydraulic fracturing.

Frac sand is a proppant used in the completion and re-completion of natural gas and oil wells through hydraulic fracturing. Frac sand is the most commonly used proppant and is less expensive than ceramic proppant, which is also used in hydraulic fracturing to stimulate and maintain oil and natural gas production. A significant shift in demand from frac sand to other proppants, such as ceramic proppants, could have a material adverse effect on our oil and gas proppants business. The development and use of other effective alternative proppants or the development of new processes to replace hydraulic fracturing altogether, could also cause a decline in demand for the frac sand we produce and could have a material adverse effect on our oil and gas proppants business.

Our operations are dependent on our rights and ability to mine our properties and on our having renewed or received the required permits and approvals from governmental authorities and other third parties.

We hold numerous governmental, environmental, mining and other permits, water rights and approvals authorizing operations at many of our facilities. A decision by a governmental agency or other third party to deny or delay issuing a new or renewed permit or approval, or to revoke or substantially modify an existing permit or approval, could have a material adverse effect on our ability to continue operations at the affected facility. Expansion of our existing operations is also predicated on securing the necessary environmental or other permits, water rights or approvals, which we may not receive in a timely manner or at all.

Title to, and the area of, mineral properties and water rights may also be disputed. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that we do not have title to one or more of our properties or lack appropriate water rights could cause us to lose any rights to explore, develop and extract any minerals on that property, without compensation for our prior expenditures relating to such property. Our business may suffer a material adverse effect in the event one or more of our properties are determined to have title deficiencies.

In some instances, we have received access rights or easements from third parties, which allow for a more efficient operation than would exist without the access or easement. A third party could take action to suspend the access or easement, and any such action could be materially adverse to or results of operations or financial conditions.

A cyber-attack or data security breach affecting our information technology systems may negatively affect our businesses, financial condition and operating results.

We use information technology systems to collect, store and transmit the data needed to operate our businesses, including our confidential and proprietary information. Although we have implemented industry-standard security safeguards and policies to prevent unauthorized access or disclosure of such information, we cannot prevent all cyber-attacks or data security breaches. If such an attack or breach occurs, our businesses could be negatively affected, and we could incur additional costs in remediating the attack or breach and suffer reputational harm due to the theft or disclosure of our confidential information.

We may pursue acquisitions, joint ventures and other transactions that are intended to complement or expand our businesses. We may not be able to complete proposed transactions, and even if completed, the transactions may involve a number of risks that may result in a material adverse effect on our business, financial condition, operating results and cash flows.

As business conditions warrant and our financial resources permit, we may pursue opportunities to acquire businesses or technologies and to form joint ventures that we believe could complement, enhance or expand our current businesses or product lines or that might otherwise offer us growth opportunities. We may have

Table of Contents

difficulty identifying appropriate opportunities, or if we do identify opportunities, we may not be successful in completing transactions for a number of reasons. Any transactions that we are able to identify and complete may involve one or more of a number of risks, including:

the diversion of management's attention from our existing businesses to integrate the operations and personnel of the acquired business or joint venture;

possible adverse effects on our operating results during the integration process;

failure of the acquired business or joint venture to achieve expected operational, profitability and investment return objectives;

the incurrence of significant charges, such as impairment of goodwill or intangible assets, asset devaluation or restructuring charges;

the assumption of unanticipated liabilities and costs for which indemnification is unavailable or inadequate;

unforeseen difficulties encountered in operating in new geographic areas; and

the inability to achieve other intended objectives of the transaction.

In addition, we may not be able to successfully or profitably integrate, operate, maintain and manage our newly acquired operations or their employees. We may not be able to maintain uniform standards, controls, procedures and policies, which may lead to operational inefficiencies. In addition, future acquisitions may result in dilutive issuances of equity securities or the incurrence of additional indebtedness.

Our bylaws include a forum selection clause, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us.

Our bylaws provide that, unless we consent in writing to the selection of an alternative forum, the sole and exclusive forum for (i) any internal corporate claims within the meaning of the Delaware General Corporation Law ("DGCL"), (ii) any derivative action or proceeding brought on our behalf, (iii) any action asserting a claim of breach of a fiduciary duty owed by any of our directors, officers, or employees to us or to our stockholders, or (iv) any action asserting a claim arising pursuant to any provision of the DGCL, will be a state or federal court located within the State of Delaware in all cases subject to the court's having personal jurisdiction over the indispensable parties named as defendants. Any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock is deemed to have notice of and consented to the foregoing provisions. This forum selection provision in our bylaws may limit our stockholders' ability to obtain a favorable judicial forum for disputes with us. It is also possible that, notwithstanding the forum selection clause included in our bylaws, a court could rule that such a provision is inapplicable or unenforceable.

Risks relating to the notes

Our substantial indebtedness could adversely affect our business, financial condition and results of operations, as well as prevent us from fulfilling our obligations under the notes.

We have, and after the offering contemplated by this prospectus supplement will continue to have, a significant amount of indebtedness. As of March 31, 2016, after giving effect to the Refinancing Transactions, our total debt would have been approximately \$513.2 million, and we would have had unused commitments of approximately \$453.5 million under our Credit Facility (after giving effect to approximately \$9.0 million of outstanding letters of credit), which may be increased by up to an additional \$250.0 million in the aggregate if the existing or additional lenders are willing to make such increased commitments.

Table of Contents

Subject to the limits contained in the credit agreement governing our Credit Facility and the note purchase agreements governing our Private Placement Senior Notes, we may be able to incur substantial additional debt from time to time to finance working capital, capital expenditures, investments or acquisitions, or for other purposes. If we do so, the risks related to our high level of debt could intensify. Specifically, our high level of debt could have significant consequences to the holders of the notes, including:

making it more difficult for us to satisfy our debt obligations, including the notes, and other ongoing business obligations, which may result in defaults;

events of default if we fail to comply with the financial and other covenants contained in the agreements governing our debt instruments, which could result in all of our debt becoming immediately due and payable or require us to negotiate an amendment to financial or other covenants that could cause us to incur additional fees and expenses;

limiting our ability to obtain additional financing to fund future working capital, capital expenditures, acquisitions or other general corporate requirements;

reducing the availability of our cash flow to fund working capital, capital expenditures, acquisitions and other general corporate purposes and limiting our ability to obtain additional financing for these purposes;

increasing our vulnerability to the impact of adverse economic and industry conditions;

exposing us to the risk of increased interest rates as certain of our borrowings, including borrowings under our Credit Facility, are at variable rates of interest;

limiting our flexibility in planning for, or reacting to, and increasing our vulnerability to, changes in our business, the industries in which we operate, and the overall economy;

placing us at a competitive disadvantage compared to other, less leveraged competitors; and

increasing our cost of borrowing.

Any of the above-listed factors could have an adverse effect on our business, financial condition and results of operations and our ability to meet our payment obligations under the notes and our other debt.

The notes will be effectively subordinated to any of our and our subsidiary guarantors' existing and future secured indebtedness, to the extent of the value of the collateral securing such indebtedness.

The notes will not be secured by any of our or our subsidiary guarantors' assets. As a result, the notes and the note guarantees will be effectively subordinated to any of our and our subsidiary guarantors' existing and future secured indebtedness. The effect of this subordination is that upon a default in payment on, or the acceleration of, any of such secured indebtedness, or in the event of bankruptcy, insolvency, liquidation, dissolution or reorganization of our company or the subsidiary guarantors, the proceeds from the sale of assets securing such secured indebtedness may only be available to pay obligations on the notes after all indebtedness under such secured indebtedness has been paid in full. As a result, the holders of the notes may receive less, ratably, than the holders of secured debt in the event of our or our subsidiary guarantors' bankruptcy, insolvency, liquidation, dissolution or reorganization.

The notes will be structurally subordinated to all obligations of our existing and future subsidiaries that are not and do not become guarantors of the notes.

Initially, the notes will be guaranteed on a senior unsecured basis by all of our existing majority-owned subsidiaries and, in the future, by such subsidiaries that guarantee debt facilities with an aggregate principal

Table of Contents

amount or commitments of \$50.0 million or more (including the Credit Facility), or any debt securities issued by, Eagle Materials Inc. or the guarantors of the notes. Except for such subsidiary guarantors of the notes, our subsidiaries will have no obligation, contingent or otherwise, to pay amounts due under the notes or to make any funds available to pay those amounts, whether by dividend, distribution, loan or other payment. The notes and guarantees will be structurally subordinated to all indebtedness and other obligations of any non-guarantor subsidiary such that in the event of insolvency, liquidation, reorganization, dissolution or other winding up of any subsidiary that is not a guarantor, all of that subsidiary's creditors (including trade creditors) would be entitled to payment in full out of that subsidiary's assets before we would be entitled to any payment.

In addition, the indenture that will govern the notes will permit these subsidiaries to incur additional unsecured indebtedness without limit, and will not contain any limitation on the amount of other liabilities, such as trade payables, that may be incurred by these subsidiaries.

For the year ended March 31, 2016, the Joint Venture, which will not guarantee the notes, represented approximately 18% of our net earnings and 10% of our EBITDA. As of March 31, 2016, after giving effect to the Refinancing Transactions, the Joint Venture would have had approximately \$16.0 million of total liabilities (including trade payables), all of which would have been structurally senior to the notes.

In addition, our subsidiaries that provide, or will provide, note guarantees will be automatically released from those note guarantees upon the occurrence of certain events, including but not limited to, at our election, when such subsidiary no longer guarantees debt facilities with an aggregate principal amount or commitments of \$50.0 million or more (including the Credit Facility), or any debt securities (other than the notes) issued by, Eagle Materials Inc. or the guarantors of the notes. If any note guarantee is released, no holder of the notes will have a claim as a creditor against that subsidiary, and the indebtedness and other liabilities of that subsidiary will be effectively senior to the claim of any holders of the notes. See Description of notes Guarantees.

As part of the Refinancing Transactions, we intend, substantially concurrently with the consummation of this offering, to provide guarantees from each of our majority-owned subsidiaries in favor of obligations under our Credit Facility and each of our outstanding Private Placement Senior Notes to result in an identical guarantee structure across each tranche of our debt. However, under the credit agreement governing our Credit Facility and subject to certain conditions, our majority-owned subsidiaries are only required to provide guarantees when such subsidiary or subsidiaries, individually or in the aggregate, accounts or account for greater than 15% of our Consolidated EBITDA or Consolidated Total Assets (each as defined in the Credit Facility) over an applicable period. Accordingly, in the event that a subsidiary's guarantee is not required under the Credit Agreement pursuant to the foregoing, such guarantee of the Credit Facility may be released and, as a result, such subsidiary's guarantee of the Private Placement Senior Notes and the notes would be required to be released as well.

We may not be able to generate sufficient cash to service all of our indebtedness, including the notes, and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.

Our ability to make scheduled payments on or refinance our debt obligations, including the notes, depends on our financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to certain financial, business, legislative, regulatory and other factors beyond our control. We may be unable to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness, including the notes.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures or to dispose of material assets or operations, seek additional debt or equity capital or restructure or refinance our indebtedness, including the notes. We may not be able to effect any such alternative measures, if

Table of Contents

necessary, on commercially reasonable terms or at all and, even if successful, those alternative actions may not allow us to meet our scheduled debt service obligations. The credit agreement governing our Credit Facility and the note purchase agreements governing our Private Placement Senior Notes restrict our ability to dispose of assets and use the proceeds from those dispositions and also restricts our ability to raise debt or equity capital to be used to repay other indebtedness when it becomes due. We may not be able to consummate those dispositions or to obtain proceeds in an amount sufficient to meet any debt service obligations then due. See [Description of certain indebtedness](#) and [Description of notes](#).

In addition, we conduct a substantial portion of our operations through our subsidiaries, certain of which will not be guarantors of the notes or our other indebtedness. Accordingly, repayment of our indebtedness, including the notes, is dependent on the generation of cash flow by our subsidiaries and their ability to make such cash available to us, by dividend, debt repayment or otherwise. Unless they are guarantors of the notes or our other indebtedness, our subsidiaries do not have any obligation to pay amounts due on the notes or our other indebtedness or to make funds available for that purpose. Our subsidiaries may not be able to, or may not be permitted to, make distributions to enable us to make payments in respect of our indebtedness, including the notes. Each subsidiary is a distinct legal entity, and, under certain circumstances, legal and contractual restrictions may limit our ability to obtain cash from our subsidiaries. While the credit agreement governing our Credit Facility limits the ability of our subsidiaries to incur consensual restrictions on their ability to pay dividends or make other intercompany payments to us, these limitations are subject to qualifications and exceptions. In the event that we do not receive distributions from our subsidiaries, we may be unable to make required principal and interest payments on our indebtedness, including the notes.

If we are unable to generate sufficient cash flows to satisfy our debt obligations, or to refinance our indebtedness on commercially reasonable terms or at all, such inability would materially and adversely affect our financial position and results of operations and our ability to satisfy our obligations under the notes.

If we cannot make scheduled payments on our debt, we will be in default and holders of the notes could declare all outstanding principal and interest to be due and payable, the lenders under our Credit Facility could terminate their commitments to loan money, the lenders could foreclose against the assets securing their borrowings and we could be forced into bankruptcy or liquidation. All of these events could result in your losing the full value of your investment in the notes.

Despite our current level of indebtedness, we and our subsidiaries will still be able to incur substantially more debt. This could further exacerbate the risks to our financial condition described above.

We and our subsidiaries may be able to incur significant additional indebtedness in the future. Although the credit agreement governing our Credit Facility and the note purchase agreements governing our Private Placement Senior Notes contain restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of qualifications and exceptions, and the additional indebtedness incurred in compliance with these restrictions could be substantial. If we incur any additional indebtedness that ranks equally with the notes, subject to collateral arrangements, the holders of that debt will be entitled to share ratably with you in any proceeds distributed in connection with any insolvency, liquidation, reorganization, dissolution or other winding up of our company. This may have the effect of reducing the amount of proceeds paid to you. These restrictions also will not prevent us from incurring obligations that do not constitute indebtedness. In addition, as of March 31, 2016, after giving effect to the Refinancing Transactions, our Credit Facility would have provided for unused commitments of approximately \$453.5 million (after giving effect to approximately \$9.0 million of outstanding letters of credit), which could increase by an additional \$250.0 million in the aggregate, subject to certain conditions. If new debt is added to our current debt levels, the related risks that we and the subsidiary guarantors now face could intensify. See [Description of certain indebtedness](#) and [Description of notes](#).

Table of Contents

Our variable rate indebtedness subjects us to interest rate risk, which could cause our debt service obligations to increase significantly.

Borrowings under our Credit Facility are at variable rates of interest and expose us to interest rate risk. As of March 31, 2016, after giving effect to the Refinancing Transactions, the aggregate principal amount of our debt with exposure to interest rate risk was approximately \$37.5 million and our Credit Facility would have provided for unused commitments of approximately \$453.5 million (after giving effect to approximately \$9.0 million of outstanding letters of credit), which could increase by an additional \$250.0 million in the aggregate, subject to certain conditions. As of the same date, after giving effect to the Refinancing Transactions, each change in interest rates of 100 basis points would result in an approximate \$0.4 million change in our annual cash interest expense before any principal payment on our financial instruments with exposure to interest rate risk. As a result, increases in interest rates will increase the cost of servicing our financial instruments with exposure to interest rate risk and could materially reduce our profitability and cash flows.

The indenture that will govern the notes, the credit agreement governing our Credit Facility and the note purchase agreements governing our Private Placement Senior Notes contain various covenants that limit our management's discretion in the operation of our business.

The indenture that will govern the notes, the credit agreement governing our Credit Facility and the note purchase agreements governing our Private Placement Senior Notes contain various provisions that limit our management's discretion by restricting our and our subsidiaries' ability to, among other things:

incur additional indebtedness or guarantee indebtedness;

incur liens;

pay dividends or make other distributions;

prepay, redeem or repurchase certain debt;

make loans, investments, advances or guarantees;

sell assets or make other fundamental changes;

enter into certain sale and leaseback transactions;

enter into transactions with affiliates;

enter into agreements restricting our subsidiaries' ability to pay dividends; and

consolidate, merge or sell all or substantially all of our assets.

In addition, our Credit Facility and the note purchase agreements governing our Private Placement Senior Notes require us to meet certain financial ratios and tests. Any failure to comply with the restrictions of our Credit Facility, Private Placement Senior Notes and the indenture that will govern the notes, or any other subsequent financing agreements, may result in an event of default. An event of default may allow the creditors, if the agreements so provide, to accelerate the related debt as well as any other debt to which a cross-acceleration or cross-default provision applies. In addition, the lenders may be able to terminate any commitments they had made to supply us with further funds.

We may not be able to repurchase the notes upon a change of control.

Upon the occurrence of certain specific kinds of change of control events, we will be required to offer to repurchase all outstanding notes at 101% of their principal amount, plus accrued and unpaid interest, if any, to,

S-27

Table of Contents

but excluding, the purchase date. Additionally, under our Credit Facility, a change in control (as defined therein) constitutes or will constitute an event of default that permits the lenders to accelerate the maturity of borrowings under our Credit Facility and the commitments to lend would terminate. The source of funds for any purchase of the notes and repayment of borrowings under our Credit Facility will be our available cash or cash generated from our subsidiaries' operations or other sources, including borrowings, sales of assets or sales of equity. We may not be able to repurchase the notes upon a change of control because we may not have sufficient financial resources to purchase all the debt securities that are tendered upon a change of control and repay our other indebtedness that will become due. If we fail to repurchase the notes in that circumstance, we will be in default under the indenture that will govern the notes. We may require additional financing from third parties to fund any such purchases, and we may be unable to obtain financing on satisfactory terms or at all. Finally, our ability to repurchase the notes may be limited by law. In order to avoid the obligations to repurchase the notes and events of default and potential breaches of our Credit Facility, we may have to avoid certain change of control transactions that would otherwise be beneficial to us.

In addition, certain important corporate events, such as leveraged recapitalizations, may not, under the indenture that will govern the notes, constitute a change of control that would require us to repurchase the notes, even though those corporate events could increase the level of our indebtedness or otherwise adversely affect our capital structure, credit ratings or the value of the notes. See Description of notes Change of control.

The exercise by the holders of notes of their right to require us to repurchase the notes pursuant to a change of control offer could cause a default under the agreements governing our other indebtedness, including future agreements, even if the change of control itself does not, due to the financial effect of such repurchases on us. In the event a change of control offer is required to be made at a time when we are prohibited from purchasing notes, we could attempt to refinance the borrowings that contain such prohibitions. If we do not obtain a consent or repay those borrowings, we will remain prohibited from purchasing notes. In that case, our failure to purchase tendered notes would constitute an event of default under the indenture that will govern the notes which could, in turn, constitute a default under our other indebtedness. Finally, our ability to pay cash to the holders of notes upon a repurchase may be limited by our then existing financial resources.

Holders of the notes may not be able to determine when a change of control giving rise to their right to have the notes repurchased has occurred following a sale of substantially all of our assets.

One of the circumstances under which a change of control may occur is upon the sale or disposition of all or substantially all of our assets. There is no precise established definition of the phrase substantially all under applicable law, and the interpretation of that phrase will likely depend upon particular facts and circumstances. Accordingly, the ability of a holder of notes to require us to repurchase its notes as a result of a sale of less than all our assets to a third party may be uncertain.

An active trading market for the notes may not develop or be sustained.

The notes are new securities for which there currently is no market. We have not listed and do not intend to list the notes on any United States national securities exchange or quotation system. We cannot assure you that any market for the notes will develop or be sustained. If an active market is not developed or sustained, the market price and liquidity of the notes may be adversely affected. In that case, the holders of the notes may not be able to sell their notes at a particular time or at a favorable price.

Even if an active trading market for the notes does develop, there is no guarantee that it will continue. Historically, the market for non-investment grade debt has been subject to severe disruptions that have caused substantial volatility in the prices of securities similar to the notes. The market, if any, for the notes may experience similar disruptions, and any such disruptions may adversely affect the liquidity in that market or the

Table of Contents

prices at which you may sell your notes. In addition, subsequent to their initial issuance, the notes may trade at a discount from their initial offering price, depending upon prevailing interest rates, the market for similar notes, our performance and other factors.

Federal and state statutes allow courts, under specific circumstances, to void the notes and/or the note guarantees, and if that occurs, you may not receive any payments on the notes.

Federal and state fraudulent transfer and conveyance statutes may apply to the issuance of the notes and the incurrence of the notes guarantees. Under federal bankruptcy law and comparable provisions of state fraudulent transfer or conveyance laws, which may vary from state to state, the notes or the note guarantees thereof could be voided as a fraudulent transfer or conveyance if we or any of the subsidiary guarantors, as applicable, (a) issued the notes or incurred the note guarantees with the intent of hindering, delaying or defrauding current or future creditors or (b) received less than the reasonably equivalent value or fair consideration in return for either issuing the notes or incurring the note guarantees and, in the case of (b) only, one of the following is also true at the time thereof:

we or any of the subsidiary guarantors, as applicable, were insolvent or rendered insolvent by reason of the issuance of the notes or the incurrence of the note guarantees;

the issuance of the notes or the incurrence of the note guarantees left us or any of the subsidiary guarantors, as applicable, with an unreasonably small amount of capital or assets to carry on our business;

we or any of the subsidiary guarantors intended to, or believed that we or such subsidiary guarantor would, incur debts beyond our or such subsidiary guarantor's ability to pay as they mature; or

we or any of the subsidiary guarantors were a defendant in an action for money damages, or had a judgment for money damages docketed against us or the subsidiary guarantor if, in either case, the judgment is unsatisfied after final judgment.

As a general matter, value is given for a transfer or an obligation if, in exchange for the transfer or obligation, property is transferred or a valid antecedent debt is secured or satisfied. A court would likely find that a subsidiary guarantor did not receive reasonably equivalent value or fair consideration for its note guarantee to the extent the subsidiary guarantor did not obtain a reasonably equivalent benefit directly or indirectly from the issuance of the notes.

We cannot be certain as to the standards a court would use to determine whether or not we or the subsidiary guarantors were insolvent at the relevant time or, regardless of the standard that a court uses, whether the notes or the note guarantees would be subordinated to any of our or any of our subsidiary guarantors' other debt. In general, however, a court would deem an entity insolvent if:

the sum of its debts, including contingent and unliquidated liabilities, was greater than the fair saleable value of all of its assets;

the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and mature; or

it could not pay its debts as they became due.

If a court were to find that the issuance of the notes or the incurrence of a note guarantee was a fraudulent transfer or conveyance, the court could void the payment obligations under the notes or that note guarantee, could subordinate the notes or that note guarantee to presently existing and future indebtedness of ours or of the related subsidiary guarantor or could require the holders of the notes to repay any amounts received with

Table of Contents

respect to that note guarantee. In the event of a finding that a fraudulent transfer or conveyance occurred, you may not receive any repayment on the notes. Further, the avoidance of the notes could result in an event of default with respect to our and our subsidiaries' other debt that could result in acceleration of that debt.

Finally, as a court of equity, a bankruptcy court may subordinate the claims in respect of the notes to other claims against us under the principle of equitable subordination if the court determines that (1) the holder of the notes engaged in some type of inequitable conduct, (2) the inequitable conduct resulted in injury to our other creditors or conferred an unfair advantage upon the holders of notes and (3) equitable subordination is not inconsistent with the provisions of the bankruptcy code.

A lowering or withdrawal of the ratings assigned to our debt securities by rating agencies may increase our future borrowing costs and reduce our access to capital.

Any rating assigned to our debt could be lowered or withdrawn entirely by a rating agency if, in that rating agency's judgment, future circumstances relating to the basis of the rating, such as adverse changes, so warrant. Consequently, real or anticipated changes in our credit ratings will generally affect the market value of the notes. Credit ratings are not recommendations to purchase, hold or sell the notes. Additionally, credit ratings may not reflect the potential effect of risks relating to the structure or marketing of the notes.

Any future lowering of our ratings likely would make it more difficult or more expensive for us to obtain additional debt financing. If any credit rating initially assigned to the notes is subsequently lowered or withdrawn for any reason, you may not be able to resell your notes without a substantial discount or at all.

Table of Contents

Use of proceeds

We expect to receive net proceeds from this offering of approximately \$344.5 million after deducting the underwriting discounts and estimated offering expenses payable by us.

We intend to use the net proceeds from this offering to repay a portion of the amounts outstanding under our Credit Facility and to pay certain fees relating to such repayment and the other Refinancing Transactions. Amounts repaid under the Credit Facility may be re-borrowed in the future. As of March 31, 2016, there were borrowings of \$382.0 million outstanding, including \$9.0 million in letters of credit, under the Credit Facility. The weighted average interest rate on the aggregate amount outstanding at that date was 1.6875%. Outstanding borrowings under the Credit Facility were used to fund working capital, capital expenditures, and acquisitions, and for general corporate purposes. The Credit Facility currently matures on October 2019, but we intend to extend such maturity date to August 2021 as part of the Refinancing Transactions.

Affiliates of J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Wells Fargo Securities, LLC, BB&T Capital Markets, a division of BB&T Securities, LLC, PNC Capital Markets LLC and SunTrust Robinson Humphrey, Inc. are lenders under the Credit Facility, and accordingly, such underwriters and affiliates will receive a portion of the net proceeds from this offering. See Underwriting (conflicts of interest).

S-31

Table of Contents**Ratio of earnings to fixed charges**

The following table sets forth our ratio of earnings to fixed charges for the periods indicated.

	Three months ended June 30,			Years ended March 31,		
	2016	2016	2015	2014	2013	2012
Ratio of earnings to fixed charges(1)	16.5x	12.8x	15.7x	11.1x	6.1x	1.9x

(1) Earnings represent earnings before income taxes and before income from equity method investments plus: (a) fixed charges; and (b) cash distributions from equity method investments. Fixed charges include: (i) interest expense, whether expensed or capitalized, less interest accrued for uncertain tax positions; and (ii) the portion of operating rental expense which management believes is representative of the interest component of rent expense.

Our pro forma ratio of earnings to fixed charges (giving effect to the Refinancing Transactions) for the fiscal year ended March 31, 2016 and the three months ended June 30, 2016 is set forth below. The pro forma ratio of earnings to fixed charges does not necessarily represent what the actual ratio of earnings to fixed charges would have been had the Refinancing Transactions occurred as assumed.

	Three months ended June 30, 2016	Year ended March 31, 2016
Pro forma ratio of earnings to fixed charges(1)	11.0x	8.5x

(1) Earnings represent earnings before income taxes and before income from equity method investments, giving effect to the Refinancing Transactions, plus: (a) fixed charges; and (b) cash distributions from equity method investments. Fixed charges include: (i) interest expense, whether expensed or capitalized, less interest accrued for uncertain tax positions; and (ii) the portion of operating rental expense which management believes is representative of the interest component of rent expense.

Table of Contents**Capitalization**

The following table sets forth our cash and cash equivalents and our capitalization as of March 31, 2016:

on an actual basis; and

on an as adjusted basis after giving effect to the Refinancing Transactions.

You should read this table in conjunction with Use of proceeds and Selected historical consolidated financial information in this prospectus supplement, and our audited consolidated financial statements, and the related notes thereto, included herein and in our Current Report, which is incorporated by reference into this prospectus supplement.

(in thousands)	As of March 31, 2016	
	Actual	As adjusted
Cash and cash equivalents	\$ 5,391	\$ 5,391
Debt:		
Credit Facility(1)	\$ 382,000	\$ 37,500
Private Placement Senior Notes		