

ARMSTRONG WORLD INDUSTRIES INC

Form 8-K

September 08, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of

the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 8, 2017

ARMSTRONG WORLD INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

| | | |
|-----------------------------------|--------------|---------------------|
| Pennsylvania | 1-2116 | 23-0366390 |
| (State or other jurisdiction | (Commission | (IRS Employer |
| of incorporation or organization) | File Number) | Identification No.) |

2500 Columbia Avenue P.O. Box 3001

| | |
|--|------------|
| Lancaster, Pennsylvania | 17603 |
| (Address of principal executive offices) | (Zip Code) |

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

NA

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Section 7 – Regulation FD

Item 7.01 Regulation FD Disclosure.

On September 8, 2017, Armstrong World Industries, Inc. issued the following statement in response to litigation filed against it by Roxul USA, Inc. (d/b/a Rockfon) in the United States District Court for the District of Delaware alleging anticompetitive conduct.

“Armstrong World Industries is a recognized global leader in the design and manufacture of innovative commercial and residential ceiling, wall and suspension systems. For more than 150 years, we have stayed true to our values - delivering superior products to our customers, while competing in a fair and ethical manner.

The litigation recently filed against us by Roxul USA, Inc. (d/b/a Rockfon), a significant ceilings systems competitor with global headquarters in Europe and expanding operations in the Americas, is baseless and we believe its allegations are simply without merit. We are proud of our broad product portfolio of leading and innovative solutions, our ability to consistently meet architectural and acoustical specifications, our unmatched customer service levels, our dedicated and knowledgeable employees and our trusted Armstrong brand. Our distributor, contractor and customer relationships reflect voluntary and mutually beneficial arrangements and adhere to all applicable legal requirements. We are confident in our position, look forward to making our case in court and expect to prevail.”

The information in this Current Report on Form 8-K is being furnished herewith and shall not be deemed “filed” for the purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act, or the Exchange Act, except as expressly set forth by specific reference in such filing.

The filing of this Item 7.01 of this Current Report on Form 8-K shall not be deemed an admission as to the materiality of any information herein that is required to be disclosed solely by reason of Regulation FD.

Forward-Looking Statements

This filing contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Those statements provide our future expectations or forecasts and can be identified by our use of words such as “anticipate,” “estimate,” “expect,” “project,” “intend,” “plan,” “believe,” “outlook,” “target,” “predict,” “may,” “will,” “would,” “seek,” and other words or phrases of similar meaning in connection with any discussion of future operating or financial performance. Forward-looking statements, by their nature, address matters that are uncertain and involve risks because they relate to events and depend on circumstances that may or may not occur in the future. As a result, our actual results may differ materially from our expected results and from those expressed in our forward-looking statements. A more detailed discussion of the risks and uncertainties that could cause our actual results to differ materially from those projected, anticipated or implied is included in the “Risk Factors” and “Management’s Discussion and Analysis” section of our reports on Forms 10-K and 10-Q filed with the U.S. Securities and Exchange Commission (“SEC”). Forward-looking statements speak only as of the date they are made. We undertake no obligation to update any forward-looking statements beyond what is required under applicable securities law.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ARMSTRONG WORLD INDUSTRIES, INC.

By: /s/ Mark A. Hershey

Mark A. Hershey

Senior Vice President, General Counsel, Secretary and Chief Compliance Officer

Date: September 8, 2017