

ARMSTRONG WORLD INDUSTRIES INC  
Form SC TO-T  
September 03, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Schedule TO**

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)**

**of the Securities Exchange Act of 1934**

**ARMSTRONG WORLD INDUSTRIES, INC.**

*(Name of Subject Company (Issuer))*

**Armor TPG Holdings LLC**

*(Names of Filing Persons (Offeror))*

**TPG Partners V, L.P.**

**TPG FOF V-A, L.P.**

**TPG FOF V-B, L.P.**

**TPG Partners VI, L.P.**

**TPG FOF VI SPV, L.P.**

**TPG Advisors V, Inc.**

**TPG Advisors VI, Inc.**

*(Names of Filing Persons (Other Persons))*

**Common Stock, \$0.01 par value per share**

*(Title of Class of Securities)*

**04247X102**

*(CUSIP Number of Class of Securities)*

**Clive D. Bode**

**Vice President**

**TPG Capital, L.P.**

**301 Commerce Street, Suite 3300**

**Fort Worth, Texas 76102**

**(817) 871-4000**

*(Name, Address and Telephone Numbers of Person Authorized*

*to Receive Notices and Communications on Behalf of Filing Persons)*

*Copy to:*

**Victor I. Lewkow**

**Cleary Gottlieb Steen & Hamilton LLP**

**One Liberty Plaza**

**New York, New York 10006**

**(212) 225-2000**

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CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$98,965,709.85	\$ 5,522.29

- \* For purposes of calculating the filing fee pursuant to Rule 0-11(d) only, the Transaction Valuation was calculated on the basis of (i) the aggregate of 4,435,935 shares of common stock, \$0.01 par value per share, of Armstrong World Industries, Inc. and (ii) the tender offer price of \$22.31 per share.
- \*\* The filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, is calculated by multiplying the Transaction Valuation by .00005580.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: None  
Form or Registration No.: Not applicable

Filing Party: Not applicable  
Date Filed: Not applicable

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer. Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Tender Offer Statement on Schedule TO (this Schedule TO) relates to the offer by Armor TPG Holdings LLC, a Delaware limited liability company (Purchaser) to purchase 4,435,935 shares of common stock, par value \$0.01 per share (the Shares), of Armstrong World Industries, Inc., a Pennsylvania corporation (AWI), at a price of \$22.31 per Share, net to the seller in cash, without interest thereon and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated September 3, 2009 (the Offer to Purchase) and in the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the Offer), which are annexed to and filed with this Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively. Purchaser is wholly-owned by TPG Partners V, L.P., TPG FOF V-A, L.P., TPG FOF V-B, L.P., TPG Partners VI, L.P. and TPG FOF VI SPV, L.P. (collectively, the TPG Funds). TPG Advisors V, Inc. is the general partner of TPG GenPar, L.P., which is the general partner of TPG Partners V, L.P., TPG FOF V-A, L.P. and TPG FOF V-B, L.P. TPG Advisors VI, Inc. is the general partner of TPG FOF VI SPV, L.P. and TPG GenPar VI, L.P., which is the general partner of TPG Partners VI, L.P.

All information set forth in the Offer to Purchase filed as Exhibit (a)(1)(A) to this Schedule TO is incorporated by reference in answer to Items 1 through 11 in this Schedule TO, except those items as to which information is specifically provided herein.

**Item 10. Financial Statements.**

Not applicable.

**Item 11. Additional Information.**

(a)(4) Not applicable.

(a)(5) Not applicable.

**Item 12. Exhibits.**

(a)(1)(A) Offer to Purchase, dated September 3, 2009.

(a)(1)(B) Form of Letter of Transmittal.

(a)(1)(C) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.

(a)(1)(D) Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.

(a)(1)(E) Text of Press Release issued on August 11, 2009 (incorporated by reference to the Schedule TO-C filed by TPG Advisors VI, Inc. with the Securities and Exchange Commission on August 11, 2009).

(a)(1)(F) Text of Press Release issued on September 3, 2009.

(a)(1)(G) Form of Summary Advertisement, published September 3, 2009.

(b) Not applicable.

(d)(1) Purchase and Sale Agreement, dated as of August 10, 2009, by and among the TPG Partners and the Trust (incorporated by reference to Exhibit 2 to the Schedule 13D filed by TPG Advisors VI, Inc. with the Securities and Exchange Commission on August 11, 2009).

(d)(2) Non-Disclosure Agreement, dated as of July 30, 2009 by and between Armstrong World Industries, Inc. and TPG Capital, L.P. including as Annex A, the Undertaking, delivered as of August 10, 2009 (incorporated by reference to Exhibit 3 to the Schedule 13D filed by TPG Advisors VI, Inc. with the Securities and Exchange Commission on August 11, 2009).

(d)(3) Shareholders Agreement by and between Purchaser and the Trust dated as of August 28, 2009.

- (d)(4) Prepaid Share Forward Confirmation by and between Purchaser and the Trust dated as of August 28, 2009.
- (d)(5) Collateral Annex to the Prepaid Share Forward Confirmation by and between Purchaser and the Trust dated as of August 28, 2009.
- (d)(6) Stockholder and Registration Rights Agreement, dated as of February 21, 2006, by and between Armstrong World Industries, Inc. and Armstrong World Industries, Inc. Asbestos Personal Injury Settlement Trust (incorporated by reference to Exhibit 10.3 to Armstrong World Industries, Inc.'s Current Report on Form 8-K dated October 2, 2006).
- (g) Not applicable.
- (h) Not applicable.

**Item 13. Information Required by Schedule 13E-3.**

Not applicable.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 3, 2009

Armor TPG Holdings LLC

By: /s/ CLIVE D. BODE  
Name: Clive D. Bode  
Title: Vice President

TPG Advisors V, Inc.

By: /s/ CLIVE D. BODE  
Name: Clive D. Bode  
Title: Vice President

TPG Partners V, L.P.

By: TPG GenPar V, L.P., its general partner

By: TPG Advisors V, Inc., its general partner

By: /s/ CLIVE D. BODE  
Name: Clive D. Bode  
Title: Vice President

TPG FOF V-A, L.P.

By: TPG GenPar V, L.P., its general partner

By: TPG Advisors V, Inc., its general partner

By: /s/ CLIVE D. BODE  
Name: Clive D. Bode  
Title: Vice President

TPG FOF V-B, L.P.

By: TPG GenPar V, L.P., its general partner

By: TPG Advisors V, Inc., its general partner

By: /s/ CLIVE D. BODE  
Name: Clive D. Bode  
Title: Vice President

TPG Advisors VI, Inc.

By: /s/ CLIVE D. BODE  
Name: Clive D. Bode  
Title: Vice President

TPG Partners VI, L.P.

By: TPG GenPar VI, L.P., its general partner

By: TPG Advisors VI, Inc., its general partner

By: /s/ CLIVE D. BODE  
Name: Clive D. Bode  
Title: Vice President

TPG FOF VI SPV, L.P.

By: TPG Advisors VI, Inc., its general partner

By: /s/ CLIVE D. BODE  
Name: Clive D. Bode  
Title: Vice President

**EXHIBIT INDEX**

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