

ARMSTRONG WORLD INDUSTRIES INC

Form 8-K

December 11, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 11, 2014**

**ARMSTRONG WORLD INDUSTRIES, INC.**

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

**Pennsylvania**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**1-2116**  
**(Commission**  
**File Number)**

**23-0366390**  
**(IRS Employer**  
**Identification No.)**

**P.O. Box 3001, Lancaster, Pennsylvania**  
**(Address of principal executive offices)**

**17604**  
**(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))

## **Section 7 Regulation FD**

### **Item 7.01 Regulation FD Disclosure.**

On December 11, 2014, Armstrong World Industries, Inc. (the Company) issued a press release announcing its decision to exit its European flooring business and cease further funding of its DLW subsidiary, effective immediately, and the resulting insolvency filing in Germany by local DLW management as described in Item 8.01 of this Current Report on Form 8-K.

The information in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, is being furnished herewith and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (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 of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

### **Item 8.01 Other Events.**

On December 11, 2014, the Company issued a press release announcing that, following a review of strategic alternatives, it had decided to exit its European flooring business and cease further funding of its DLW subsidiary, effective immediately. As a result of this decision, DLW management concluded that its operations could not be financed and sustained without funding from the Company, its parent, and filed for insolvency under applicable German law. As a result of the insolvency filing and the Company's loss of control of the DLW operations, the Company will classify the results of the European flooring business as discontinued operations starting in the fourth quarter of 2014. A full copy of the press release is attached as Exhibit 99.1 and incorporated herein by reference.

Disclosures in this Current Report on Form 8-K, including without limitation, those relating to future financial results guidance, and in the Company's other public documents and comments contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Those statements provide the Company's future expectations or forecasts and can be identified by our use of words such as anticipate, estimate, expect, project, in plan, believe, outlook, target, predict, may, will, would, could, should, seek, and other words or phrases having 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, the Company's actual results may differ materially from its expected results and from those expressed in its forward-looking statements. A more detailed discussion of the risks and uncertainties that could cause the Company's actual results to differ materially from those projected, anticipated or implied is included in the Risk Factors and Management's Discussion and Analysis sections of the Company's reports on Forms 10-K and 10-Q filed with the U.S. Securities and Exchange Commission. Forward-looking statements speak only as of the date they are made. The Company undertakes no obligation to update any forward-looking statements beyond what is required under applicable securities law.

## **Section 9 Financial Statements and Exhibits**

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

#### **(d) Exhibit**

No. 99.1 Press Release of Armstrong World Industries, Inc. dated December 11, 2014



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  
and Chief Compliance Officer

Date: December 11, 2014