

USG CORP  
Form 8-K  
December 09, 2005

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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 9, 2005**

**USG Corporation**

(Exact name of registrant as specified in its charter)

|  |   |  |
|--|---|--|
| <b>Delaware</b><br>(State or other jurisdiction<br>of incorporation) | <b>1-8864</b><br>(Commission File Number) | <b>36-3329400</b><br>(IRS Employer Identification No.) |
|--|---|--|

**125 South Franklin Street, Chicago, Illinois 60606-4678**  
(Address of Principal executive offices, including Zip Code)

**(312) 606-4000**

(Registrant's telephone number, including area code)

**Not applicable**

(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))
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Principal Officers

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Press Release

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**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

On November 9, 2005, the Board of Directors (the Board) of USG Corporation (the Corporation) (NYSE: USG) approved the appointments, effective January 1, 2006, of James S. Metcalf, currently Executive Vice President, USG Corporation to the positions of President and Chief Operating Officer, USG Corporation and Edward M. Bosowski, currently Executive Vice President, Marketing and Corporate Strategy, USG Corporation to the positions of Executive Vice President and Chief Strategy Officer, USG Corporation. Information regarding the employment arrangements of Mr. Metcalf and Mr. Bosowski is set forth in the Corporation's Annual Proxy Statement filed on April 1, 2005, and Form 8-K filed on November 14, 2005, each of which is incorporated herein by reference.

The business experience of Mr. Metcalf and Mr. Bosowski, during the past five years, is as follows:

| Name   | Business Experience   |
|--|---|
| James S. Metcalf,<br>Executive Vice President, USG Corporation; President, Building Systems                                      | Executive Vice President and Chief Operating Officer, L&W Supply Corporation, to March 2000; President and Chief Executive Officer, L&W Supply Corporation, to March 2002; Senior Vice President; President, Building Systems, to March 2004.                   |
| Edward M. Bosowski,<br>Executive Vice President, Marketing and Corporate Strategy, USG Corporation; President, USG International | President and Chief Executive Officer, United States Gypsum Company, to November 2000; President, Growth Initiatives and International, to February 2001; Senior Vice President, Marketing and Corporate Strategy; President, USG International, to March 2004. |

A copy of the press release describing the appointments is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | USG Corporation press release dated December 9, 2005. |

**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.

|                        |   |
|------------------------|---|
| Date: December 9, 2005 | USG CORPORATION<br><br>/s/ Stanley L. Ferguson<br>Stanley L. Ferguson,<br>Executive Vice President & General<br>Counsel |
|------------------------|---|

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EXHIBIT INDEX

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | USG Corporation press release dated December 9, 2005. |

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Vivo Holding Company

(Translation of Subject Company=s Name into English (if applicable))

The Federative Republic of Brazil

(Jurisdiction of Subject Company=s Incorporation or Organization)

Telecomunicações de São Paulo S.A. – Telesp

(Name of Person(s) Furnishing Form)

Common Shares and Preferred Shares, no par value

(Title of Class of Subject Securities)

P9810G116

(CUSIP Number of Class of Securities (if applicable))

Carlos Raimar Schoeninger  
Vivo Participações S.A. – Telesp  
Av. Roque Petroni Jr., no.1464, 6th floor – part, "B"building  
04707-000 - São Paulo, SP  
Federative Republic of Brazil  
+55 (11) 7420-1172

(Name, Address (including zip code) and Telephone Number (including area code) of  
Person(s) Authorized to Receive Notices and Communications on Behalf of Subject Company)

Copies to:

Norair Ferreira do Carmo  
Telecomunicações de São Paulo S.A.  
Rua Martiniano de Carvalho, 851  
01321-001 - São Paulo, SP  
Federative Republic of Brazil

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Andrés V. Gil  
Michael J. Willisch  
Davis Polk & Wardwell LLP  
Paseo de la Castellana, 41  
Madrid 28046  
Spain  
+34 91 768 9600

N/A

(Date Tender Offer/Rights Offering Commenced)

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\* An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number. Any member of the public may direct to the Commission any comments concerning the accuracy of this burden estimate and any suggestions for reducing this burden. This collection of information has been reviewed by OMB in accordance with the clearance requirements of 44 U.S.C. 3507.

## PART I B INFORMATION SENT TO SECURITY HOLDERS

### Item 1. Home Jurisdiction Documents

- (a) English translation of the Notice of Material Fact dated March 25, 2011
- (b) English translation of the convening notice for the shareholders' meeting of Vivo Participações S.A. ("Vivo") dated March 25, 2011
- (c) English translation of the convening notice for the shareholders' meeting of Telecomunicações de São Paulo S.A. ("Telesp") dated March 25, 2011

### Item 2. Informational Legends

Telesp and Vivo are Brazilian companies. Information distributed in connection with the proposed share merger and the related shareholder vote is subject to Brazilian disclosure requirements that are different from those of the United States. Any financial statements and financial information included herein is prepared in accordance with Brazilian accounting standards that may not be comparable to the financial statements or financial information of United States companies.

It may be difficult for you to enforce your rights and any claim you may have arising under the U.S. federal securities laws in respect of the share merger, since the companies are located in Brazil and substantially all of their officers and directors are residents of Brazil. You may not be able to sue the companies or their officers or directors in a Brazilian court for violations of the U.S. securities laws. Finally, it may be difficult to compel the companies and their affiliates to subject themselves to a U.S. court's judgment.

You should be aware that the companies may purchase shares of the companies otherwise than under the share merger, such as in open market or privately negotiated purchases, at any time during the pendency of the proposed transaction.

## PART II B INFORMATION NOT REQUIRED TO BE SENT TO SECURITY HOLDERS

- (1) English translation of the minutes of the Board of Directors meeting of Vivo dated March 25, 2011
- (2) English translation of the minutes of the Board of Directors meeting of Telesp dated March 25, 2011
- (3) English translation of the Protocol of Merger dated March 25, 2011
- (4) English translation of the minutes of the Fiscal Council meeting of Telesp dated March 25, 2011

- (5) English translation of the minutes of the Fiscal Council meeting of Vivo dated March 25, 2011
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PART III B CONSENT TO SERVICE OF PROCESS

(1) A written irrevocable consent and power of attorney on Form F-X is being filed concurrently by Telecomunicações de São Paulo S.A.

(2) Not applicable.

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Exhibit Index

| Exhibit Number | Description  |
|----------------|--|
| 1.0            | English translation of the Notice of Material Fact dated March 25, 2011                                  |
| 1.1            | English translation of the convening notice for the shareholders' meeting of Vivo dated March 25, 2011   |
| 1.2            | English translation of the convening notice for the shareholders' meeting of Telesp dated March 25, 2011 |
| 1.3            | English translation of the minutes of the Board of Directors meeting of Vivo dated March 25, 2011        |
| 1.4            | English translation of the minutes of the Board of Directors meeting of Telesp dated March 25, 2011      |
| 1.5            | English translation of the Protocol of Merger dated March 25, 2011                                       |
| 1.6            | English translation of the minutes of the Fiscal Council meeting of Telesp dated March 25, 2011          |
| 1.7            | English translation of the minutes of the Fiscal Council meeting of Vivo dated March 25, 2011            |

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SIGNATURES

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.

Telecomunicações de São  
Paulo S.A. – Telesp

By: /s/ Norair Ferreira do  
Carmo  
Name: Norair Ferreira  
do Carmo  
Title: Investors  
Relation  
Director

Date: March 28, 2011

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