

USG CORP  
Form 8-K  
February 05, 2015

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**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): February 5, 2015 (February 5, 2015)

**USG Corporation**

(Exact name of registrant as specified in its charter)

Commission File Number: 1-8864

Delaware 36-3329400  
(State or other jurisdiction (IRS Employer Identification No.)  
of incorporation)

550 West Adams Street, Chicago, Illinois 60661-3676  
(Address of principal executive offices) (Zip Code)  
(312) 436-4000

Registrant's telephone number, including area code:

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 (see General Instruction A.2. below):

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 13c-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Section 2 – Financial Information**

**Item 2.02 Results of Operations and Financial Condition.**

On February 5, 2015, USG Corporation issued a press release containing earnings information for the quarter and fiscal year ended December 31, 2014. A copy of the press release is furnished as Exhibit 99.1 hereto. As previously announced, a conference call and webcast to discuss fourth quarter and fiscal year 2014 results will be held at 8:00 a.m. Central Time on February 5, 2015. A copy of the slides to be presented as part of the webcast is furnished as Exhibit 99.2 hereto.

The information contained in this report, including the Exhibits hereto, shall not be deemed to be filed for purposes of the Securities Exchange Act of 1934, as amended, and it shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

**Section 9 – Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

**Exhibit 99.1 – USG Corporation press release dated February 5, 2015.**

**Exhibit 99.2 – USG Corporation presentation slides dated February 5, 2015.**

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**SIGNATURE**

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.

USG CORPORATION

Registrant

Date: February 5, 2015 By: /s/ Matthew F. Hilzinger  
Matthew F. Hilzinger,  
Executive Vice President  
and Chief Financial Officer

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	Exhibit
99.1	USG Corporation press release dated February 5, 2015
99.2	USG Corporation presentation slides dated February 5, 2015