



Exchange Act.



## **Section 2 – Financial Information**

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

On February 1, 2018, USG Corporation (“USG”) issued a press release containing earnings information for the quarter and fiscal year ended December 31, 2017. 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 2017 results will be held at 8:00 a.m. Central Time on February 1, 2018. A copy of the slides to be presented as part of the webcast is available on USG’s investor relations website, investor.usg.com.

The information contained in this Item 2.02, including the Exhibit 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. The information on USG’s website is not, and will not be deemed to be, a part of this report or incorporated into any of USG’s other filings with the Securities and Exchange Commission except where USG expressly incorporates such information.

## **Section 8 – Other Events**

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

On January 31, 2018, USG’s Board of Directors raised the total authorization under USG’s share repurchase program to \$500 million. As of December 31, 2017, \$66 million remained under USG’s previously authorized \$250 million share repurchase program. USG intends to execute the share repurchases over the next eighteen months. Under the program, USG may repurchase shares from time to time in open market or privately negotiated transactions, subject to market conditions and in accordance with applicable securities laws. There is no guarantee as to the exact number of shares or value that will be repurchased under the stock repurchase program and USG may discontinue purchases at any time. Whether USG makes any repurchases will depend on many factors, including but not limited to its business and financial performance, the business and market conditions at the time, including the price of USG shares, and other factors that management considers relevant. Repurchases are expected to be made from available cash on hand.

### **Cautionary Statement Regarding Forward-Looking Statements**

Item 8.01 of this Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 related to management’s expectations about future conditions, including the execution, funding and timing of USG’s share repurchase program. Actual business, market or other conditions may differ materially from management’s expectations and, accordingly, may affect USG’s execution of, and intentions regarding, its share repurchase program. Any forward-looking statements represent USG’s views only as of the date of this Form 8-K and should not be relied upon as representing USG’s views as of any subsequent date. USG assumes no obligation to update any forward-looking information contained in this Form 8-K. Information concerning the factors that may impact the forward-looking statements in this Form 8-K may be found in USG’s filings with the Securities and Exchange Commission, including the “Risk Factors” in USG’s most recent Annual Report on Form 10-K.

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

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

#### **(d) Exhibits**

**Exhibit 99.1 – USG Corporation press release dated February 1, 2018.**

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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 1, 2018 By: /s/ Matthew F. Hilzinger  
Matthew F. Hilzinger  
Executive Vice President  
and Chief Financial Officer