

USG CORP  
Form 8-K  
December 27, 2012

**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 27, 2012**

**USG Corporation**

(Exact name of registrant as specified in its charter)

Commission File Number: 1-8864

Delaware  
(State or other jurisdiction of

36-3329400  
(IRS Employer

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incorporation or organization)

Identification No.)

550 West Adams Street, Chicago, Illinois  
(Address of principal executive offices)

60661-3676  
(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:

- .. 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))

**Section 8 Other Events**

**Item 8.01 Other Events.**

On December 27, 2012, the sale of the European business operations of USG Corporation's subsidiaries was consummated in accordance with the terms of the Share and Asset Purchase Agreement, dated as of August 7, 2012, among USG Corporation, its indirect wholly-owned subsidiaries, USG Foreign Investments, Ltd. and USG (U.K.) Ltd., Knauf International GmbH and Knauf AMF Ceilings Ltd. (the "SAPA"). The execution of the SAPA was reported by USG Corporation in its Current Report on Form 8-K dated August 7, 2012, and a copy of the SAPA was filed as an exhibit to USG Corporation's Quarterly Report on Form 10-Q dated October 26, 2012.

**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: December 27, 2012

By: /s/ Stanley L. Ferguson  
Stanley L. Ferguson,  
Executive Vice President and General Counsel