

ARMSTRONG WORLD INDUSTRIES INC
Form 8-K
April 04, 2019

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): April 4, 2019

ARMSTRONG WORLD INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

| | | |
|-----------------------------------|--------------|---------------------|
| Pennsylvania | 1-2116 | 23-0366390 |
| (State or other jurisdiction | (Commission | (IRS Employer |
| of incorporation or organization) | File Number) | Identification No.) |

2500 Columbia Avenue P.O. Box 3001

| | |
|--|------------|
| Lancaster, Pennsylvania | 17603 |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: (717) 397-0611

NA

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(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Section 8 – Other Events

Item 8.01 Other Events.

On April 3, 2019, Armstrong World Industries, Inc. (“Armstrong”) and Roxul USA, Inc. (“Rockfon”) entered into a confidential settlement agreement to fully resolve the litigation between them that was pending in the U.S. District Court for the District of Delaware (“Court”). All claims in the litigation will be fully and finally dismissed and released with Armstrong making a payment to Rockfon for its costs, expenses and attorneys’ fees. Pursuant to the settlement, both parties acknowledge that (a) Armstrong denies all claims of wrongdoing and makes no admission of wrongdoing or of the truth of any of the claims or allegations contained in Rockfon’s complaint or otherwise alleged in the litigation; (b) all Armstrong exclusive distribution locations (i.e., any location where a reseller has agreed to sell only Armstrong ceiling system products) will remain exclusive to Armstrong under their respective distribution agreements, and (c) in all other non-exclusive or “open” distribution locations, resellers are free to purchase and resell ceiling systems products of any manufacturer at their discretion.

On April 3, 2019, Rockfon filed a Stipulation of Dismissal with Prejudice (“Dismissal”) with the Court. Pursuant to the Dismissal, Rockfon formally dismissed all claims it had against Armstrong with prejudice and the pending trial between the parties was vacated.

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, Secretary and Chief Compliance Officer

Date: April 4, 2019