

USG CORP
Form 8-K
May 14, 2015

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): May 14, 2015 (May 13, 2015)

USG Corporation
(Exact name of registrant as specified in its charter)

1-8864
(Commission File Number)

Delaware
(State or other jurisdiction of incorporation)

36-3329400
(IRS Employer Identification No.)

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

60661-3676
(Zip Code)

Registrant's telephone number, including area code: (312) 436-4000

(former name and 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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Item 5.07 Submission of Matters to a Vote of Security Holders.

USG Corporation (the "Corporation") held its 2015 annual meeting of stockholders on May 13, 2015. At the annual meeting, the stockholders considered four proposals, each of which is described in more detail in the Corporation's proxy statement for the meeting. The matters voted upon at the annual meeting and the results of the votes were as follows:

Proposal 1. Election of three directors for a three-year term to expire in 2018.

| | FOR | WITHHOLD | BROKER NON-VOTE |
|----------------------|-------------|-----------|-----------------|
| Jose Armario | 114,162,991 | 2,126,264 | 17,376,192 |
| Gretchen R. Haggerty | 112,380,944 | 3,908,293 | 17,376,192 |
| William H. Hernandez | 115,767,462 | 521,775 | 17,376,192 |

Proposal 2. Approval of the USG Corporation Management Incentive Plan, as amended and restated.

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTE |
|-------------|-----------|---------|-----------------|
| 114,031,048 | 1,850,020 | 408,169 | 17,376,192 |

Proposal 3. Approval of the material terms for qualified performance-based awards under the USG Corporation Long-Term Incentive Plan, as amended and restated.

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTE |
|-------------|-----------|---------|-----------------|
| 114,308,727 | 1,762,000 | 218,510 | 17,376,192 |

Proposal 4. Ratification of appointment of Deloitte & Touche LLP as the Corporation's independent registered public accountants for 2015.

| FOR | AGAINST | ABSTAIN |
|-------------|---------|---------|
| 132,817,393 | 589,206 | 258,830 |

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

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

Date: May 14, 2015