

Owens Corning  
Form 8-A12B  
December 06, 2007

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

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**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Owens Corning**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of

**43-2109021**  
(I.R.S. Employer

Incorporation or Organization)

Identification Number)

**One Owens Corning Parkway**

**43659**

**Toledo, OH**  
(Address of Principal Executive Offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class**

**Name of each exchange on which**

**to be so registered**  
**Series A Warrants**

**each class is to be registered**  
**New York Stock Exchange, Inc.**

**Series B Warrants**

**New York Stock Exchange, Inc.**

If this form relates to the registration of a class of

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securities pursuant to Section 12(b) of the

securities pursuant to Section 12(g) of the

Exchange Act and is effective pursuant to General

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Instruction A.(c), check the following box.

Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: \_\_\_\_\_ (if applicable).

Securities to be registered pursuant to Section 12(g) of the Act:

**None**

(Title of Class)

**Item 1. Description of Registrant's Securities to be Registered.**

Pursuant to warrant agreements dated as of October 31, 2006, Owens Corning, a Delaware corporation (the Company), issued 17,502,848 Series A Warrants (Series A Warrants) and 7,836,992 Series B Warrants (Series B Warrants, and together with the Series A Warrants, the Warrants). The Series A Warrants are exercisable for 17,502,848 shares of the common stock of the Company at an exercise price of \$43.00 per share. The Series B Warrants are exercisable for 7,836,992 shares of the common stock of the Company at an exercise price of \$45.25 per share.

The Warrants may be exercised at any time and will expire on October 31, 2013. The Warrants are exercisable, at the option of each holder, upon the surrender of the Warrants and the duly executed form of election to purchase to the warrant agent and the payment of the exercise price. The exercise prices are subject to appropriate adjustments in the event of stock dividends, stock splits, reorganizations or similar events affecting the Company's common stock. If certain fundamental transactions occur, such as a merger, consolidation, sale of substantially all of the Company's assets or reclassification of the Company's common stock, the holders of the Warrants will be entitled to receive thereafter in lieu of common stock, the consideration (if different from common stock), that the holders of the Company's common stock received due to such fundamental transaction.

**Item 2. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
3.1	Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of Owens Corning's current report on Form 8-K (File No. 1-33100), filed November 2, 2006).
3.2	Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 of Owens Corning's current report on Form 8-K (File No. 1-33100), filed November 2, 2006).
4.1	Series A Warrant Agreement, dated as of October 31, 2006, between Owens Corning and American Stock Transfer & Trust Company, as Warrant Agent (incorporated by reference to Exhibit 10.3 to Owens Corning's Post-Effective Amendment No. 1 to Form S-1 Registration Statement (File No. 333-136363), filed December 8, 2006).
4.2	Series B Warrant Agreement, dated as of October 31, 2006, between Owens Corning and American Stock Transfer & Trust Company, as Warrant Agent (incorporated by reference to Exhibit 10.4 to Owens Corning's Post-Effective Amendment No. 1 to Form S-1 Registration Statement (File No. 333-136363), filed December 8, 2006).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**OWENS CORNING**

Date: December 4, 2007

By: /s/ Stephen K. Krull  
Stephen K. Krull  
Senior Vice President, General Counsel

and Secretary