

Marines Tracy L
Form 3
January 11, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Marines Tracy L | | (Month/Day/Year) | Armstrong Flooring, Inc. [AFI] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O ARMSTRONG FLOORING, INC., Â 2500 COLUMBIA AVENUE, P.O. BOX 3025 | | 01/04/2019 | | |
| | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| LANCASTER, Â PA Â 17603 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|--|--|---|---|---|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|------------------|-----------------------|----------------------------|----------|---------------------------------------|---|
| Restricted Stock Unit ⁽¹⁾ | Â ⁽²⁾ | Â ⁽²⁾ | Restricted Stock Unit | 1,096 | \$ 0 | D | Â |
| Restricted Stock Unit ⁽¹⁾ | Â ⁽³⁾ | Â ⁽³⁾ | Restricted Stock Unit | 414 | \$ 0 | D | Â |
| Restricted Stock Unit ⁽¹⁾ | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Restricted Stock Unit | 273 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Marines Tracy L C/O ARMSTRONG FLOORING, INC. 2500 COLUMBIA AVENUE, P.O. BOX 3025 LANCASTER, PA 17603 | Â | Â | Â VP and Controller | Â |

Signatures

/s/Christopher S. Parisi, Attorney-in-Fact
Date: 01/11/2019
**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock under the Issuer's 2016 Long-Term Incentive Plan, as amended and restated.
The restricted stock units were granted to the Reporting Person on March 7, 2018 and will vest as follows: (1) 365 on the first anniversary of the grant; (2) 365 on the second anniversary of the grant; and (3) 366 on the third anniversary of the grant (contingent upon the Reporting Person's employment with the Issuer on the scheduled vesting date, except as provided for in the Issuer's 2016 Long-Term Incentive Plan, as amended and restated).
- (3) The restricted stock units were granted to the Reporting Person on March 7, 2017 and 206 have vested, the remaining units will vest as follows: (1) 207 on the second anniversary of the grant; and (2) 207 on the third anniversary of the grant (contingent upon the Reporting Person's employment with the Issuer on the scheduled vesting date, except as provided for in the Issuer's 2016 Long-Term Incentive Plan, as amended and restated).
- (4) The restricted stock units were granted to the Reporting Person on April 11, 2016 and 545 have vested, the remaining 273 units will vest on April 11, 2019, the third anniversary of the grant (contingent upon the Reporting Person's employment with the Issuer on the scheduled vesting date, except as provided for in the Issuer's 2016 Long-Term Incentive Plan, as amended and restated).

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Remarks:
See Exhibit 24 Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.