

USG CORP  
Form 8-K  
May 14, 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): May 9, 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)

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

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))

**Section 5 Corporate Governance and Management**

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

- (b) Richard H. Fleming, Executive Vice President and a named executive officer and former Chief Financial Officer of the Registrant, has announced that he will retire from the Registrant effective June 1, 2012.
- (c) In connection with Mr. Fleming's upcoming retirement, Matthew F. Hilzinger, the Registrant's Executive Vice President and Chief Executive Officer, will now serve additionally as the Registrant's principal accounting officer.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

The Registrant held its 2012 annual meeting of stockholders on May 9, 2012. At the annual meeting, the stockholders considered two proposals, each of which is described in more detail in the Registrant'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 2015.

|                      | <b>FOR</b> | <b>WITHHOLD</b> | <b>BROKER<br/>NON-VOTES</b> |
|----------------------|------------|-----------------|-----------------------------|
| Jose Armario         | 71,822,882 | 1,386,721       | 23,246,662                  |
| W. Douglas Ford      | 71,764,740 | 1,444,863       | 23,246,662                  |
| William H. Hernandez | 72,436,617 | 772,986         | 23,246,662                  |

Proposal 2. Ratification of appointment of Deloitte & Touche LLP as the Registrants independent registered public accountants for 2012.

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> |
|------------|----------------|----------------|
| 95,754,631 | 561,201        | 140,433        |

**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: May 14, 2012

By: /s/ Ellis A. Regenbogen  
Ellis A. Regenbogen  
Vice President, Associate General  
Counsel and Corporate Secretary