

USG CORP
Form S-3ASR
August 05, 2016

As filed with the Securities and Exchange Commission on August 5, 2016.
Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
FORM S-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
USG CORPORATION

(Exact name of registrant as specified in its charter)

Delaware 36-3329400
(State or other jurisdiction of incorporation or organization) (IRS Employer Identification Number)

550 West Adams Street
Chicago, Illinois 60661-3676
(312) 436-4000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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Chicago, Illinois 60661-3676
(312) 436-4000

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Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

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If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. " Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum	Proposed Maximum	Amount of Registration Fee ⁽²⁾
		Offering Price Per Unit ⁽¹⁾	Aggregate Offering Price ⁽¹⁾	
Debt Securities, Common Stock, par value \$0.10 per share, Preferred Stock, Depositary Shares, Warrants, Rights, Purchase Contracts and Units Preferred Stock Purchase Rights ⁽³⁾				

An indeterminate aggregate initial offering price or number of the securities of each identified class is being registered as may from time to time be offered at indeterminate prices or upon conversion, exchange or exercise of securities registered hereunder to the extent any such securities are, by their terms, convertible into, or exchangeable or exercisable for, such securities. Separate consideration may or may not be received for securities that are issuable on conversion, exchange or exercise of other securities or that are issued in units or represented by depositary shares. The shares of common stock offered by this registration statement shall be deemed to cover such additional securities as may be issued as a result of stock splits, stock dividends or similar transactions.

- (1)
- (2)

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In accordance with Rules 456(b) and 457(r) under the Securities Act at 1933, as amended (the "Securities Act"), USG Corporation (the "Registrant") is deferring payment of all of the registration fee.

- (3) One Preferred Stock Purchase Right ("Right") to purchase one one-hundredth of a share of Junior Participating Preferred Stock, Series D, par value \$1.00 per share ("Preferred Stock") for a purchase price of \$200 (when exercisable pursuant to the terms of the Rights) will be issued with each share of the Common Stock, par value \$0.10 per share (the "Common Stock"), of the Registrant and will be transferable only with the Common Stock. The terms of the Rights are described in the Registrant's Registration Statement on Form 8-A, as amended, originally filed by the Registrant with the Securities and Exchange Commission on December 21, 2006. No additional registration fee is payable in respect thereof.
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PROSPECTUS

USG Corporation

Debt Securities

Common Stock

Preferred Stock

Depository Shares

Warrants

Rights

Purchase Contracts

Units

We will provide specific terms about any offering and the specific terms of the securities offered thereby in supplements to this prospectus. You should read this prospectus and the applicable prospectus supplement carefully before you invest. This prospectus may not be used to sell securities unless accompanied by a prospectus supplement. Our common stock trades on the New York Stock Exchange and the Chicago Stock Exchange under the symbol "USG." Each prospectus supplement will indicate if the securities offered thereby will be listed or quoted on a securities exchange or quotation system.

Investing in our securities involves risks. Please consider carefully the specific factors set forth in our periodic reports filed with the Securities and Exchange Commission, in any applicable prospectus supplement relating to a specific offering of securities and in any other documents we file with the Securities and Exchange Commission. See the section entitled "Risk Factors" on page 4 below, in our other filings with the Securities and Exchange Commission and in the applicable prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is August 5, 2016.

In making your investment decision, you should rely only on the information contained in or incorporated by reference into this prospectus. We have not authorized anyone else to provide you with different information. We are not offering these securities in any jurisdiction where the offer is not permitted. You should not assume that information in this prospectus, any prospectus supplement, any free writing prospectus, any other offering material or any document incorporated herein by reference is accurate as of any date other than the date on the front of the applicable document. Our business, financial condition, operating results and prospects may have changed since those dates.

TABLE OF CONTENTS

<u>ABOUT THIS PROSPECTUS</u>	<u>1</u>
<u>FORWARD-LOOKING STATEMENTS</u>	<u>1</u>
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	<u>1</u>
<u>INCORPORATION BY REFERENCE OF CERTAIN DOCUMENTS</u>	<u>2</u>
<u>USG CORPORATION</u>	<u>3</u>
<u>RISK FACTORS</u>	<u>4</u>
<u>USE OF PROCEEDS</u>	<u>5</u>
<u>RATIO OF EARNINGS TO FIXED CHARGES</u>	<u>5</u>
<u>DESCRIPTION OF DEBT SECURITIES</u>	<u>6</u>
<u>DESCRIPTION OF COMMON STOCK</u>	<u>18</u>
<u>DESCRIPTION OF PREFERRED STOCK</u>	<u>22</u>
<u>DESCRIPTION OF DEPOSITARY SHARES</u>	<u>24</u>
<u>DESCRIPTION OF WARRANTS</u>	<u>25</u>
<u>DESCRIPTION OF RIGHTS</u>	<u>26</u>
<u>DESCRIPTION OF PURCHASE CONTRACTS</u>	<u>27</u>
<u>DESCRIPTION OF UNITS</u>	<u>28</u>
<u>MATERIAL FEDERAL INCOME TAX CONSEQUENCES</u>	<u>28</u>
<u>PLAN OF DISTRIBUTION</u>	<u>29</u>
<u>LEGAL OPINIONS</u>	<u>30</u>
<u>EXPERTS</u>	<u>30</u>

ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement filed by us with the Securities and Exchange Commission, or the SEC, utilizing a “shelf” registration process. Under this shelf process, we may, from time to time, sell any amount of securities described in this prospectus in one or more offerings. This prospectus provides you with a general description of the securities we may offer. Each time we sell securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering and the securities being offered. The prospectus supplement may also add, update or change information contained in this prospectus. You should read both this prospectus and any applicable prospectus supplement together with additional information described below under the headings “Where You Can Find More Information” and “Incorporation by Reference of Certain Documents.”

In this prospectus, except as otherwise indicated or as the context otherwise requires, “USG,” “we,” “our,” “us” and the “company” refer to USG Corporation, a Delaware corporation. In the discussion of our business in this prospectus, “we,” “our” and “us” also refer to our subsidiaries, unless the context requires otherwise.

FORWARD-LOOKING STATEMENTS

This prospectus, including the information we incorporate by reference, contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 related to management’s expectations about future conditions. You can generally identify our forward-looking statements by the words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “forecast,” “goal,” “intend,” “may,” “objective,” “plan,” “potential,” “predict,” “projection,” “sh”, similar words. Any forward-looking statements represent our views only as of the date of this prospectus and should not be relied upon as representing our views as of any subsequent date. We assume no obligation to update any forward-looking information contained in this prospectus. We wish to caution the reader that actual business, market or other conditions, including the “Risk Factors” discussed in our most recent Annual Report on Form 10-K and those described elsewhere in this prospectus or in our other SEC filings, could cause our actual results to differ materially from those stated in the forward-looking statements.

WHERE YOU CAN FIND MORE INFORMATION

We file periodic reports, proxy statements and other information with the SEC. Our SEC filings are available to the public over the Internet on the SEC's website at www.sec.gov. You may also read and copy any document we file with the SEC at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference room. In addition, we post our filed documents on our website at www.usg.com. Except for documents incorporated by reference into this prospectus, no information contained in, or that can be accessed through, our website is to be considered as part of this prospectus.

INCORPORATION BY REFERENCE OF CERTAIN DOCUMENTS

We “incorporate by reference” into this prospectus the information we file with the SEC, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus, and information in documents that we file later with the SEC will automatically update and supersede information contained in documents filed earlier with the SEC or contained in this prospectus. In other words, in the case of a conflict or inconsistency between information set forth in this prospectus and information incorporated by reference into this prospectus, you should rely on the information contained in this prospectus unless the information incorporated by reference was filed after the date of this prospectus. We incorporate by reference:

- our annual report on Form 10-K for the fiscal year ended December 31, 2015;
- our quarterly reports on Form 10-Q for the quarters ended March 31, 2016 and June 30, 2016;
- our current report on Form 8-K filed on May 12, 2016; and

the descriptions of our common stock and the Rights and the Preferred Stock contained in our registration statement on Form 8-A dated April 16, 1993 and registration statement on Form 8-A dated December 21, 2006, respectively, including any subsequently filed amendments and reports updating such descriptions.

We also incorporate by reference any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, or the Exchange Act, until we sell all of the securities we are offering with this prospectus.

We will provide without charge to each person, including any beneficial owner, to whom this prospectus is delivered, upon written or oral request, a copy of any or all documents referred to above that have been or may be incorporated by reference into this prospectus, excluding exhibits to those documents unless they are specifically incorporated by reference into those documents. Any request may be made by writing or calling us at the following address or telephone number:

USG Corporation
550 West Adams Street
Chicago, Illinois 60661-3676
Attn: Corporate Secretary
Telephone: (312) 436-4000

USG CORPORATION

We are a leading manufacturer and distributor of building materials. We produce a wide range of products for use in new residential, new nonresidential, and residential and nonresidential repair and remodel construction as well as products used in certain industrial processes. Our operations are organized into four reportable segments: Gypsum, Ceilings, Distribution and USG Boral Building Products, or UBBP.

Gypsum: Our Gypsum segment manufactures and markets gypsum and related products in the United States, Canada, Mexico and Latin America. It includes United States Gypsum Company in the United States, CGC Inc., or CGC, in Canada, and USG Mexico, S.A. de C.V., or USG Mexico, and subsidiaries in Latin America. Gypsum's products are used in a variety of building applications to construct walls, ceilings, roofs and floors of residential, commercial and institutional buildings, as well as in certain industrial applications. We also produce gypsum-based products for agricultural and industrial customers to use in a wide variety of applications, including soil conditioning, road repair, fireproofing and ceramics. The major product lines within the Gypsum segment are:

WALLBOARD

Sheetrock® brand gypsum wallboard and Securock® brand glass mat sheathing portfolios	Gypsum panels that provide aesthetic as well as sound-dampening, fire-retarding, abuse-resistance and moisture-control value
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SURFACES

Sheetrock® brand joint compound portfolio, as well as corner bead, joint tape, and plaster	Used for finishing wallboard joints
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SUBSTRATES

Durock® brand cement board	Provides water and fire-resistant assemblies for both interior and exterior applications
Fiberock® brand backerboard	Includes abuse-resistant interior wall panels, tile backer boards, and flooring underlayments
Levelrock® brand systems of poured gypsum flooring	Provides surface leveling and enhanced sound-dampening performance for residential and commercial flooring applications
Securock® brand roof board, ExoAir® 430 brand air-water barrier system and industrial gypsum	Engineered gypsum panels, designed for high performance building envelope solutions, providing structural performance, fire-resistance, and moisture and air control
Construction plaster products, sold under the brand names Red Top®, Imperial®, Diamond® and Supremo®	Used to provide a custom finish for residential and commercial interiors and provide aesthetic, sound-dampening, fire-retarding and abuse-resistance value

Ceilings: Our Ceilings segment manufactures and markets interior systems products in the United States, Canada, Mexico, and Latin America. Ceilings includes USG Interiors, LLC in the United States, CGC, and USG Mexico and subsidiaries in Latin America. Ceilings is a leading supplier of interior ceilings products used primarily in commercial applications. Ceilings manufactures ceiling tile in the United States and ceiling grid in the United States, Canada and, through February 27, 2014, the Asia-Pacific region. It markets ceiling tile and ceiling grid in the United States, Canada, Mexico, Latin America, and through February 27, 2014, the Asia-Pacific region. Our integrated line of ceilings products provides qualities such as sound absorption, fire retardation and convenient access to the space above the ceiling for electrical and mechanical systems, air distribution and maintenance. Ceilings' significant brand names include the Radar™, Eclipse™, Mars™, and Halcyon™ brands of ceiling tile and the Dura™, Fineline®, Centricitee™, Identifit™, DXI™, Curvatura™ and Compas™ brands of ceiling grid.

Distribution: Our Distribution segment consists of L&W Supply Corporation and its subsidiaries, or L&W Supply, a leading distributor of gypsum wallboard and other building materials in the United States. L&W Supply is a service-oriented business that stocks a wide range of construction materials. It delivers less-than-truckload quantities of construction materials to job sites and places them in areas where work is being done, thereby reducing the need for handling by contractors.

USG Boral Building Products: On February 27, 2014, we and certain of our subsidiaries formed 50/50 joint ventures, USG Boral Building Products Pte. Limited, a company organized under the laws of Singapore, and USG Boral Building Products Pty Limited, a company organized under the laws of Australia, with Boral Limited, or Boral. These joint ventures are referred to as USG Boral Building Products, or UBBP. UBBP manufactures, distributes and sells certain building products, mines raw gypsum and sells natural and synthetic gypsum throughout Asia, Australasia and the Middle East. UBBP manufactures and distributes products for wall, ceiling, floor lining and exterior systems that utilize gypsum wallboard, referred to as plasterboard in the region in which UBBP operates, mineral fiber ceiling tiles, steel grid and joint compound. UBBP's significant brand names include USG Boral Sheetrock® premium plasterboard, USG Boral NextGen®, Elephant®, Jayaboard®, Durock® and Donn® DX®, the world's most widely specified and installed ceiling suspension system. UBBP launched USG Boral Sheetrock® products, which leverages the technology in USG Sheetrock®, in Australia, South Korea, Indonesia, Vietnam, China and Thailand.

Our principal executive offices are located at 550 West Adams Street, Chicago, Illinois 60661-3676, and our telephone number is (312) 436-4000. We maintain an Internet website at www.usg.com. Except for documents incorporated by reference into this prospectus, no information contained in, or that can be accessed through, our website is to be considered as part of this prospectus.

RISK FACTORS

Investing in our securities involves risks. You should carefully consider the risk factors described in Part I, Item 1A, "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2015 and our other reports filed from time to time with the SEC, which are incorporated by reference into this prospectus, as the same may be amended, supplemented or superseded from time to time by our filings under the Exchange Act, as well as any prospectus supplement relating to a specific security. Before making any investment decision, you should carefully consider these risks as well as other information we include or incorporate by reference in this prospectus or in any applicable prospectus supplement or free writing prospectus. For more information, see the sections entitled "Where You Can Find More Information" and "Incorporation by Reference of Certain Documents" above. These risks could materially affect our business, results of operations or financial condition and affect the value of our securities. You could lose all or part of your investment. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our business, results of operations or financial condition.

USE OF PROCEEDS

Unless otherwise specified in the prospectus supplement, we intend to use the net proceeds from the sale of the securities offered by this prospectus and any accompanying prospectus supplement for general corporate purposes, which may include the repayment of indebtedness, working capital, capital expenditures and acquisitions. The specific allocation of the proceeds from a particular offering of securities will be described in the applicable prospectus supplement.

RATIO OF EARNINGS TO FIXED CHARGES

The table below sets forth our ratio of earnings to fixed charges for the periods indicated.

	Six Months Ended June 30, 2016	Year Ended December 31,				
		2015	2014	2013	2012	2011
Ratio of Earnings to Fixed Charges ^(a)	3.2x	2.3x	1.0x	1.2x	--(b)	--(b)

(a) For purposes of computing our ratio of earnings to fixed charges, earnings consist of earnings (loss) from continuing operations before income taxes and equity method earnings plus distributed income of equity method investments; and fixed charges consist of interest expensed, interest capitalized, amortized premiums, discounts and capitalized expenses related to indebtedness, and an estimate of the interest within rental expense less interest capitalized.

(b) As a result of the net losses in these years, the amount of the coverage deficiencies for the years ended December 31, 2012 and 2011 was \$170 million and \$411 million, respectively.

DESCRIPTION OF DEBT SECURITIES

We have summarized certain general terms and provisions of the debt securities that we may offer under this prospectus below. The particular terms of a series of debt securities offered by a prospectus supplement will be described in that prospectus supplement.

The debt securities may be issued under, and entitled to the benefits of, an indenture between us and U.S. Bank National Association, as successor trustee, which we refer to as the indenture, as from time to time supplemented. We have summarized selected provisions of the indenture below. The following summary does not purport to be a complete description of the indenture, which has been incorporated by reference in this registration statement, and is subject to the detailed provisions of, and qualified in its entirety by reference to, the indenture, including any terms deemed to be a part thereof by the Trust Indenture Act of 1939. Capitalized terms used herein without definition have the respective meanings given such terms in the indenture.

As used under this heading "Description of Debt Securities," the words "company," "we," "our," "ours" and "us" refer to USG Corporation, the issuer of the debt securities, and not to any of its consolidated subsidiaries.

General

The indenture does not limit the aggregate principal amount of debt securities that we may issue thereunder. We may issue our debt securities from time to time in one or more series with the same or different terms. All debt securities of any one series need not be issued at the same time, and unless otherwise provided, a series of debt securities may be reopened, without the consent of the holders of outstanding debt securities, for issuances of additional debt securities of that series or to establish additional terms of that series of debt securities (with such additional terms applicable only to unissued or additional debt securities of that series). The terms of each series of debt securities will be established by or pursuant to a resolution of our board of directors and set forth in an officers' certificate or in a supplemental indenture to the indenture.

We will set forth the particular terms of debt securities we offer, as well as any modifications or additions to the general terms of the indenture, in a prospectus supplement relating to the offer of those debt securities, including some or all of the following terms, to the extent required:

- the title of the debt securities;
- any limit upon the aggregate principal amount of the debt securities that may be issued;
- any guarantees applicable to the debt securities, and any subordination provisions or other limitations applicable to any such guarantees;
- the percentage of the principal amount at which the debt securities will be offered, if other than 100%;
- the date or dates on which the principal of the debt securities is payable;
- the rate or rates, which may be fixed or variable, at which the debt securities will bear interest, if any, the date or dates from which such interest will accrue, the interest payment dates on which such interest will be payable and the record dates for the determination of holders of the debt securities to whom interest is payable;
- the place or places where the principal and interest on the debt securities will be payable and where the debt securities may be surrendered for conversion or exchange;

whether any of the debt securities are to be redeemable at our option and, if so, the price or prices at which, the period or periods within which and the terms and conditions upon which the debt securities may be so redeemed, in whole or in part, at our option, pursuant to any sinking fund or otherwise;

if other than the principal amount, the portion of the principal amount of debt securities that will be payable upon declaration of acceleration of the maturity upon occurrence of an event of default under the indenture;

our obligation, if any, to redeem, purchase or repay the debt securities pursuant to any sinking fund or analogous provisions or at the option of a holder of debt securities and the price or prices at which, process by which, period or periods within which and terms and conditions upon which the debt securities will be redeemed, purchased or repaid, in whole or in part, pursuant to such obligation;

if other than denominations of \$1,000 and any integral multiple of \$1,000, the denominations, which may be in U.S. dollars or any foreign currency, in which the debt securities will be issuable;

the form of the debt securities, including such legends as required by law or as we deem necessary or appropriate and the form of any coupons or temporary global security that may be issued;

if other than U.S. dollars, the currency or currencies in which payments of principal of or interest on the debt securities will be made or in which the debt securities will be denominated and the particular provisions applicable thereto;

whether the debt securities of the series are issuable in tranches;

whether, and under what circumstances, the debt securities of the series may be convertible into debt securities of any other series or convertible into or exchangeable for our common stock or any series of our preferred stock, whether such conversion or exchange is mandatory, at the option of the holder or at our option, and any provisions pursuant to which the number of shares of our common stock or any series of our preferred stock that the holders of the series of debt securities receive would be subject to adjustment;

if other than U.S. Bank National Association, any trustees, authenticating or paying agents, transfer agents or registrars or any other agents with respect to the debt securities;

any deletions from, modifications of or additions to the events of default or our covenants under the indenture;

whether, under what circumstances and the currency in which we will pay additional amounts on the debt securities to non-U.S. holders of the debt securities in respect of any tax, assessment or governmental charge and, if so, whether we will have the option to redeem such debt securities rather than pay such additional amounts (and the terms of such option); and

any other terms or conditions upon which the debt securities of the series are to be issued, which will not be inconsistent with the provisions of the indenture.

Unless otherwise indicated in the applicable prospectus supplement, we will issue debt securities in fully registered form without coupons and in denominations of \$1,000 and in integral multiples of \$1,000, and interest will be computed on the basis of a 360-day year of twelve 30-day months. If any interest payment date or the maturity date falls on a day that is not a Business Day, then the payment will be made on the next Business Day without additional interest and with the same effect as if it were made on the originally scheduled date. As used under this heading “Description of Debt Securities,” “Business Day” means any calendar day that is not a Saturday, Sunday or legal holiday in New York, New York, and on which commercial banks are open for business in New York, New York.

Unless otherwise indicated in the applicable prospectus supplement, principal of and interest and premium, if any, on the debt securities will be payable at the office of the trustee. Unless otherwise indicated in the applicable prospectus supplement, the trustee will act as paying agent and registrar under the indenture. We may act as paying agent or registrar under the indenture.