

USG CORP  
Form 8-K  
April 24, 2014

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**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): April 24, 2014 (April 24, 2014)

**USG Corporation**

(Exact name of registrant as specified in its charter)

Commission File Number: 1-8864

Delaware                                      36-3329400  
(State or other jurisdiction of      (IRS Employer

incorporation or organization)      Identification No.)  
550 West Adams Street, Chicago, Illinois      60661-3676  
(Address of principal executive offices)      (Zip Code)  
(312) 436-4000

Registrant's telephone number, including area code:

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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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**Section 2 – Financial Information**

**Item 2.02 Results of Operations and Financial Condition.**

On April 24, 2014, USG Corporation issued a press release containing earnings information for the quarter ended March 31, 2014. A copy of the press release is furnished as Exhibit 99.1 hereto. As previously announced, a conference call and webcast to discuss first quarter 2014 results will be held at 10:00 a.m. Central Time on April 24, 2014. A copy of the slides to be presented as part of the webcast is furnished as Exhibit 99.2 hereto.

The information contained in this report, including the Exhibits hereto, shall not be deemed to be filed for purposes of the Securities Exchange Act of 1934, as amended, and it shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

**Section 9 – Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

**Exhibit 99.1 – USG Corporation press release dated April 24, 2014.**

**Exhibit 99.2 – USG Corporation presentation slides dated April 24, 2014.**

**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: April 24, 2014 By: /s/ Matthew F. Hilzinger  
Matthew F. Hilzinger,  
Executive Vice President  
and Chief Financial Officer

**EXHIBIT INDEX**

Exhibit No.	Exhibit
99.1	USG Corporation press release dated April 24, 2014
99.2	USG Corporation presentation slides dated April 24, 2014