

AMERICAN WOODMARK CORP  
Form 8-K  
February 21, 2012

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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): February 21, 2012

American Woodmark Corporation  
(Exact name of registrant as specified in its charter)

Virginia (State or other jurisdiction of incorporation)	000-14798 (Commission File Number)	54-1138147 (IRS Employer Identification No.)
3102 Shawnee Drive, Winchester, Virginia (Address of principal executive offices)		22601 (Zip Code)

Registrant's telephone number, including area code: (540) 665-9100

Not applicable  
(Former name or former address, if changed since last report)

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 (see General Instruction A.2. below):

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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American Woodmark Corporation

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On February 21, 2012, the Registrant issued a press release announcing results for its third quarter of fiscal year 2012 ended January 31, 2012. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(C) Exhibits.

99.1 Registrant's Press Release dated February 21, 2012.

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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 thereunto duly authorized.

AMERICAN WOODMARK CORPORATION  
(Registrant)

/s/ JONATHAN H. WOLK

/s/ KENT B. GUICHARD

Jonathan H. Wolk  
Senior Vice President and Chief  
Financial Officer

Kent B. Guichard  
Chairman & Chief Executive Officer

Date: February 21, 2012  
Signing on behalf of the registrant and  
as principal financial officer

Date: February 21, 2012  
Signing on behalf of the registrant  
and as principal executive officer