

USG CORP  
Form 8-K  
March 18, 2014

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

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**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): March 18, 2014 (March 18, 2014)**

**USG Corporation**

(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>1-8864</b>	<b>36-3329400</b>
(State or other jurisdiction of	(Commission File Number)	(IRS Employer Identification No.)

incorporation)

**550 West Adams Street, Chicago, Illinois 60661-3676**

(Address of principal executive offices) (Zip Code)

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

(former name and 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:

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 7 – Regulation FD**

**Item 7.01 Regulation FD Disclosure.**

On March 18, 2014, USG Corporation (the “Corporation”) issued a press release announcing that it has issued a notice of redemption to redeem on April 17, 2014 the remaining \$75 million in aggregate principal amount of the Corporation’s outstanding 10% contingent convertible senior notes due 2018. A copy of the press release is furnished as Exhibit 99.1 hereto.

The information contained in this report, including the Exhibit hereto, shall not be deemed to be filed for purposes of the Securities Exchange Act of 1934 and it shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933 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**

99.1 – USG Corporation press release, dated March 18, 2014.

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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 hereunto duly authorized.

USG CORPORATION

Registrant

By: /s/ Matthew F. Hilzinger

Name: Matthew F. Hilzinger,

Title: Executive Vice President

and Chief Financial Officer

Date: March 18, 2014

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**EXHIBIT INDEX**

Exhibit

Number    Description

99.1        USG Corporation press release, dated March 18, 2014.