

USG CORP  
Form 8-K  
August 24, 2017

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):  
August 24, 2017  
(August 23,  
2017)

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

Commission File  
Number: 1-8864

Delaware (State or other jurisdiction of incorporation or	36-3329400 (IRS Employer Identification No.)
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organization)

550  
West  
Adams Street,  
Chicago, Illinois  
(Address of  
principal executive  
offices) 60661-3676  
(Zip Code)

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

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 8.01 Other Events.

On August 23, 2017, Jennifer F. Scanlon, President and Chief Executive Officer of USG Corporation (the “Company”), adopted a stock trading plan related to the exercise of stock options that are scheduled to expire in February 2018 and the sale of the underlying Company common stock. Subject to the trading plan provisions, including certain minimum price levels, transactions may take place through February 2018.

Ms. Scanlon entered into the plan to avoid any option expirations and for investment diversification.

The trading plan is intended to satisfy the requirements of Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, and was adopted in accordance with the Company’s policies regarding securities transactions. Rule 10b5-1 permits individuals who are not in possession of material, non-public information at the time the plan is adopted to establish pre-arranged plans to buy or sell company stock.

Transactions under this plan will be disclosed publicly through Form 4 filings with the Securities and Exchange Commission, to the extent required by law.

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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

Date: August 24, 2017 By: /s/ Michelle M. Warner  
Michelle M. Warner,  
Senior Vice President, General Counsel  
and Corporate Secretary