

ARMSTRONG WORLD INDUSTRIES INC
Form S-8
September 29, 2011

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ARMSTRONG WORLD INDUSTRIES, INC.
(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction of
incorporation or organization)

23-0366390
(I.R.S. Employer Identification Number)

P.O. Box 3001
Lancaster, Pennsylvania
(Address of Principal Executive Offices)

17604
(Zip Code)

ARMSTRONG WORLD INDUSTRIES, INC. 2011 LONG-TERM INCENTIVE PLAN
(Full title of the plan)

Mark A. Hershey, Esquire
General Counsel
Armstrong World Industries, Inc.
2500 Columbia Avenue
Lancaster, PA 17603
(Name and address of agent for service)

with a copy to:
Kimberly J. Decker, Esquire
Barley Snyder LLC
126 East King Street
Lancaster, PA 17602

(717) 396-2886
(Telephone number, including area code of agent for service)

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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

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| Title of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share(2) | Proposed Maximum Aggregate Offering Price(2) | Amount of Registration Fee |
|--------------------------------------|----------------------------|--|--|----------------------------|
| Common Stock, Par value \$0.01 | 1,600,000 | \$37.645 | \$60,232,000 | \$6,993 |

(1) Together with an indeterminate number of additional shares which may be necessary to adjust the number of shares of common stock of Armstrong World Industries, Inc. registered hereby as a result of a stock split, stock dividend or similar adjustment of the outstanding common stock.

(2) Estimated solely for the purpose of determining the registration fee in accordance with Rule 457(c). Based upon the average of the high and low price, as reported by NYSE, as of September 27, 2011.

This Registration Statement shall become automatically effective upon the date of filing in accordance with Section 8(a) of the Securities Act and 17 CFR Section 230.462.

The contents of the earlier Registration Statement No.333-138034, filed with the Securities and Exchange Commission, are hereby incorporated by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lancaster, Commonwealth of Pennsylvania, on September 28, 2011.

ARMSTRONG WORLD INDUSTRIES, INC.

By: /s/ Mark A. Hershey, Esquire
Mark A. Hershey, Esquire
General Counsel

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Each person whose signature appears below also constitutes and appoints Thomas B. Mangas, Mary J. Huwaldt and Mark A. Hershey, and each of them, his true and lawful attorney-in-fact, as agent with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacity, to sign any or all amendments to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

| SIGNATURE | CAPACITY | DATE |
|--|--|--------------------|
| /s/ Matthew J. Espe Matthew J. Espe | Chief Executive Officer and President (Principal Executive Officer) and Director | September 28, 2011 |
| /s/ Thomas B. Mangas Thomas B. Mangas | Senior Vice President and Chief Financial Officer (Principal Financial Officer) | September 28, 2011 |
| /s/ Stephen F. McNamara Stephen F. McNamara | Vice President & Controller (Principal Accounting Officer) | September 28, 2011 |
| /s/ James J. O'Connor James J. O'Connor | Chairman of the Board | September 28, 2011 |
| /s/ Stan A. Askren Stan A. Askren | Director | September 28, 2011 |
| /s/ David Bonderman David Bonderman | Director | September 28, 2011 |

| | | |
|--|----------|--------------------|
| /s/ Kevin R. Burns Kevin R. Burns | Director | September 28, 2011 |
| /s/ John J. Roberts John J. Roberts | Director | September 28, 2011 |
| /s/ James J. Gaffney James J. Gaffney | Director | September 28, 2011 |
| /s/ Tao Huang Tao Huang | Director | September 28, 2011 |
| /s/ Michael F. Johnston Michael F. Johnston | Director | September 28, 2011 |
| /s/ Larry S. McWilliams Larry S. McWilliams | Director | September 28, 2011 |
| /s/ Richard E. Wenz Richard E. Wenz | Director | September 28, 2011 |

EXHIBIT INDEX

- 5.1 Opinion of Barley Snyder, LLC
- 23.1 Consent of Independent Registered Public Accounting Firm
- 23.2 Consent of Independent Auditors
- 23.3 Consent of Barley Snyder, LLC (included as part of Exhibit 5)