

USG CORP  
Form 8-K  
July 28, 2009

**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): July 28, 2009**

**USG Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other Jurisdiction of  
Incorporation)

**1-8864**

(Commission File Number)

**36-3329400**

(IRS Employer Identification No.)

**550 West Adams Street, Chicago, Illinois**

(Address of Principal Executive Offices)

**60661-3676**

(Zip Code)

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

(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:

- 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))

**ITEM 8.01 Other Events**

On July 28, 2009, USG Corporation (the Corporation ) issued a press release announcing that it has launched a private offering of \$250 million aggregate principal amount of senior notes. The notes will be the unsecured obligations of the Corporation. The Corporation's obligations under the notes will be guaranteed on a senior unsecured basis by certain of its domestic subsidiaries. The notes will be offered and sold only to qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933 (the Securities Act ) and to non-U.S. persons in accordance with Regulation S under the Securities Act.

The Corporation intends to use the net proceeds from the sale of the notes for general corporate purposes, which may include the repayment of indebtedness, working capital, capital expenditures and acquisitions.

A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**ITEM 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

99.1 USG Corporation press release dated July 28, 2009.

**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/ Ellis A. Regenbogen  
Ellis A. Regenbogen  
Vice President, Associate General Counsel  
and Corporate Secretary

Date: July 28, 2009

**EXHIBIT INDEX**

Exhibit Number	Description
99.1	USG Corporation press release dated July 28, 2009