

ARMSTRONG WORLD INDUSTRIES INC
Form 10-K/A
February 26, 2019

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

FORM 10-K/A
(Amendment No. 1)

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934**

For the fiscal year ended December 31, 2018

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the transition period from _____ to _____

Commission File Number 1-2116

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 No.)

2500 Columbia Avenue, Lancaster, Pennsylvania
(Address of principal executive offices)

17603
(Zip Code)

Registrant's telephone number, including area code (717) 397-0611

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Common Stock (\$0.01 par value)

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☐

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes ☐ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter time period that the registrant was required to submit such files). Yes ☐ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act. ☐

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the Common Stock of Armstrong World Industries, Inc. held by non-affiliates based on the closing price (\$63.20 per share) on the New York Stock Exchange (trading symbol AWI) of June 30, 2018 was approximately \$3.3 billion. As of February 19, 2019, the number of shares outstanding of the registrant's Common Stock was 48,502,391.

Documents Incorporated by Reference

Certain sections of Armstrong World Industries, Inc.'s definitive Proxy Statement for use in connection with its 2019 annual meeting of shareholders, to be filed no later than April 30, 2019 (120 days after the last day of our 2018 fiscal year), are incorporated by reference into Part III of this Form 10-K Report where indicated.

Explanatory Note

Armstrong World Industries, Inc. (the Company) is filing this Amendment No. 1 on Form 10-K/A (this Form 10-K/A) to amend its Annual Report on Form 10-K for the fiscal year ended December 31, 2018 (the Original Form 10-K) as filed on February 25, 2019. The purpose of this Form 10-K/A is to update the consent from our independent registered public accounting firm that was included within Exhibit No. 23.1 of the Original Form 10-K to (1) correct one of the registration statement numbers and (2) include a reference to the adoption of Financial Accounting Standards Board (FASB) Topic 606, Revenue from Contracts with Customers and the related FASB Standard updates. In addition, the purpose of this Form 10-K/A is to update the Worthington Armstrong Venture independent auditors' consent included within Exhibit No. 23.2 of the Original Form 10-K to correct one of the registration statement numbers.

Except as described above, no other changes have been made to the Original Form 10-K, and this Form 10-K/A does not modify or update any financial results or disclosures made in the Original Form 10-K, nor does it reflect events occurring after the date of the Original Form 10-K.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) All other documents and schedules have been omitted as they were not applicable to this Amendment No. 1.

3. The following exhibits are filed as part of this 2018 Annual Report on Form 10-K:

Exhibit No.	Description
23.1	<u>Consent of Independent Registered Public Accounting Firm.</u>
23.2	<u>Consent of Independent Auditors.</u>
31.1	<u>Certification of Chief Executive Officer required by Rule 13a-15(e) or 15d-15(e) of the Securities Exchange Act.</u>
31.2	<u>Certification of Chief Financial Officer required by Rule 13a-15(e) or 15d-15(e) of the Securities Exchange Act.</u>

Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

ARMSTRONG WORLD
INDUSTRIES, INC.
(Registrant)

By: /s/ Victor D. Grizzle
Director, President and Chief Executive
Officer

Date: February 26, 2019

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Victor D. Grizzle	Director, President and Chief Executive Officer	February 26, 2019
Victor D. Grizzle	(Principal Executive Officer)	
/s/ Brian L. MacNeal	Senior Vice President and Chief Financial Officer	February 26, 2019
Brian L. MacNeal	(Principal Financial Officer)	
/s/ Stephen F. McNamara	Vice President and Controller	February 26, 2019
Stephen F. McNamara	(Principal Accounting Officer)	