

Bingham Douglas B
Form 3
January 11, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â Bingham Douglas B
(Last) (First) (Middle)

C/O ARMSTRONG FLOORING, INC., Â 2500 COLUMBIA AVENUE, P.O. BOX 3025
(Street)

LANCASTER, Â PA Â 17603
(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
01/04/2019

3. Issuer Name and Ticker or Trading Symbol
Armstrong Flooring, Inc. [AFI]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
SVP, CFO

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,654	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)
Restricted Stock Unit ⁽¹⁾	Â ⁽²⁾	Â ⁽²⁾	Restricted Stock Unit	1,047	\$ 0	D Â
Restricted Stock Unit ⁽¹⁾	Â ⁽³⁾	Â ⁽³⁾	Restricted Stock Unit	519	\$ 0	D Â
Restricted Stock Unit ⁽¹⁾	Â ⁽⁴⁾	Â ⁽⁴⁾	Restricted Stock Unit	334	\$ 0	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bingham Douglas B C/O ARMSTRONG FLOORING, INC. 2500 COLUMBIA AVENUE, P.O. BOX 3025 LANCASTER, PA 17603	Â	Â	Â SVP, CFO	Â

Signatures

/s/Christopher S. Parisi, 01/11/2019
 Attorney-in-Fact

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock under the Issuer's 2016 Long-Term Incentive Plan, as amended and restated.
- The restricted stock units were granted to the Reporting Person on March 7, 2018 and will vest as follows: (1) 349 on the first anniversary of the grant; (2) 349 on the second anniversary of the grant; and (3) 349 on the third anniversary of the grant (contingent upon the Reporting Person's employment with the Issuer on the scheduled vesting date, except as provided for in the Issuer's 2016 Long-Term Incentive Plan, as amended and restated).
- (2) Reporting Person's employment with the Issuer on the scheduled vesting date, except as provided for in the Issuer's 2016 Long-Term Incentive Plan, as amended and restated).
- The restricted stock units were granted to the Reporting Person on March 7, 2017 and 259 have vested, the remaining units will vest as follows: (1) 259 on the second anniversary of the grant; and (2) 260 on the third anniversary of the grant (contingent upon the Reporting Person's employment with the Issuer on the scheduled vesting date, except as provided for in the Issuer's 2016 Long-Term Incentive Plan, as amended and restated).
- (3) Person's employment with the Issuer on the scheduled vesting date, except as provided for in the Issuer's 2016 Long-Term Incentive Plan, as amended and restated).
- The restricted stock units were granted to the Reporting Person on April 11, 2016 and 666 have vested, the remaining 334 units will vest on April 11, 2019, the third anniversary of the grant (contingent upon the Reporting Person's employment with the Issuer on the scheduled vesting date, except as provided for in the Issuer's 2016 Long-Term Incentive Plan, as amended and restated).
- (4) on April 11, 2019, the third anniversary of the grant (contingent upon the Reporting Person's employment with the Issuer on the scheduled vesting date, except as provided for in the Issuer's 2016 Long-Term Incentive Plan, as amended and restated).

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Remarks:
 See Exhibit 24 Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.