

ARMSTRONG WORLD INDUSTRIES INC

Form SC 13G/A

February 14, 2017

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G/A

Under the
Securities
Exchange Act of
1934
(Amendment
No. 3)*

Armstrong
World
Industries, Inc.
(Name of
Issuer)

Common Stock,
par value \$0.01
per share
(Title of Class
of Securities)

04247X102
(CUSIP
Number)

December 31,
2016
(Date of Event
Which Requires
Filing of This
Statement)

Check the
appropriate box
to designate the
rule pursuant to
which this

Schedule is
filed:

☐ Rule 13d-1(b)
☒ Rule 13d-1(c)
☐ Rule 13d-1(d)

(Page 1 of 11
Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

ORGANIZATION

5 POWER

POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH:

SOLE
DISPOSITIVE
POWER

DISPOSITIVE POWER

809,741 shares
of Common
Stock

3

| | |
|----|--|
| 10 | 809,741 shares of Common Stock CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY |
| 11 | AMOUNT IN ROW (9) |
| 12 | 1.47% TYPE OF REPORTING PERSON PN |

THE

BOX IF A

OF A

GROUP

PLACE OF

ORGANIZATION

SOLE

5 POWER

SHARED

VOTING

POWER

6

SOLE

DISPOSITIVE

7 POWER

SHARED

DISPOSITIVE

POWER

8

1,503,804

shares of

Common Stock

AGGREGATE

AMOUNT

BENEFICIALLY

OWNED BY EACH

REPORTING

PERSON

1,503,804 shares of
Common Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

AMOUNT IN ROW

(9)

2.72%

TYPE OF

REPORTING

PERSON

CO

ORGANIZATION

5 POWER

POWER

POWER

POWER

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING

PERSON

809,741 shares of
Common Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

AMOUNT IN ROW

(9)

1.47%

TYPE OF

REPORTING

PERSON

PN

THE APPROPRIATE

SEC USE ONLY
CITIZENSHIP OR
PLACE OF

5 SOLE
VOTING
POWER

6

2,313,545
shares of
Common Stock
SOLE
DISPOSITIVE
7 POWER

7

8

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING

PERSON

2,313,545 shares of
Common Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

AMOUNT IN ROW

(9)

4.19%

TYPE OF

REPORTING

PERSON

IA

ORGANIZATION

5 POWER

POWER

POWER

POWER

Common Stock

11

| | |
|----|--|
| 10 | 2,313,545 shares of Common Stock CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY |
| 11 | AMOUNT IN ROW (9) |
| 12 | 4.19% TYPE OF REPORTING PERSON IN |

Item 1(a). NAME OF ISSUER

The name of the issuer is Armstrong World Industries, Inc. (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

The Company's principal executive offices are located at 2500 Columbia Avenue, Lancaster, Pennsylvania 17603.

Item 2(a). NAME OF PERSON FILING

This statement is filed by:

(i) Eton Park Fund, L.P., a Delaware limited partnership ("EP Fund"), with respect to the shares of Common Stock (as defined in Item 2(d) below) directly owned by it;

(ii) Eton Park Master Fund, Ltd., a Cayman Islands exempted company ("EP Master Fund"), with respect to the shares of Common Stock directly owned by it;

(iii) Eton Park Associates, L.P., a Delaware limited partnership ("EP Associates"), which serves as the general partner of EP Fund, with respect to the shares of Common Stock directly owned by EP Fund;

(iv) Eton Park Capital Management, L.P., a Delaware limited partnership ("EP Management"), which serves as investment manager to EP Master Fund and EP Fund, with respect to the shares of Common Stock directly owned by each of EP Master Fund and EP Fund; and

(v) Eric M. Mindich ("Mr. Mindich"), (i) as managing member of Eton Park Associates, L.L.C., the general partner of EP Associates, with respect to the shares of Common Stock directly owned by EP Fund and (ii) as managing member of Eton Park Capital Management, L.L.C., the general partner of EP Management, with respect to the shares of Common Stock directly owned by each of EP Fund and EP Master Fund. Mr. Mindich disclaims beneficial ownership of any of the securities held by EP Fund and EP Master Fund.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

The address of the business office of each of the Reporting Persons is 399 Park Ave, 10th Floor, New York, NY 10022.

Item
2(c). CITIZENSHIP

EP Fund is a limited partnership organized under the laws of the State of Delaware. EP Master Fund is a company organized under the laws of the Cayman Islands. EP Associates and EP Management are limited partnerships organized under the laws of the State of Delaware. Mr. Mindich is a United States citizen.

Item 2(d). TITLE OF CLASS OF SECURITIES

Common Stock, par value \$0.01 per share (the "Common Stock")

Item 2(e). CUSIP NUMBER

04247X102

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) "Broker or dealer registered under Section 15 of the Act;
- (b) "Bank as defined in Section 3(a)(6) of the Act;
- (c) "Insurance company as defined in Section 3(a)(19) of the Act;
- (d) "Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) "An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) "An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) "A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) "A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) "A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) "A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) "Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. OWNERSHIP

The percentages used herein are calculated based upon 55,186,093 shares of Common Stock issued and outstanding, as of October 24, 2016, as reported by the Company in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2016 filed on October 31, 2016.

A. Eton Park Fund, L.P.

- (a) Amount beneficially owned: 809,741 shares of Common Stock
- (b) Percent of class: 1.47%
- (c)(i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 809,741 shares of Common Stock
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 809,741 shares of Common Stock

B. Eton Park Master Fund, Ltd.

- (a) Amount beneficially owned: 1,503,804 shares of Common Stock
- (b) Percent of class: 2.72%
- (c)(i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 1,503,804 shares of Common Stock
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 1,503,804 shares of Common Stock

C. Eton Park Associates, L.P.

- (a) Amount beneficially owned: 809,741 shares of Common Stock
- (b) Percent of class: 1.47%
- (c)(i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 809,741 shares of Common Stock
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 809,741 shares of Common Stock

D. Eton Park Capital Management, L.P.

- (a) Amount beneficially owned: 2,313,545 shares of Common Stock
- (b) Percent of class: 4.19%
- (c)(i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 2,313,545 shares of Common Stock
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 2,313,545 shares of Common Stock

E. Eric M. Mindich

- (a) Amount beneficially owned: 2,313,545 shares of Common Stock
- (b) Percent of class: 4.19%
- (c)(i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: 2,313,545 shares of Common Stock
 - (iii) Sole power to dispose or direct the disposition: -0-
 - (iv) Shared power to dispose or direct the disposition: 2,313,545 shares of Common Stock

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following: x

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

Each of the
Reporting Persons
hereby makes the
following
certification:

By signing below
each Reporting
Person certifies that,
to the best of his or
its knowledge and
belief, the securities
referred to above
were not acquired
and are not held for
the purpose of or
with the effect of
changing or
influencing the
control of the issuer
of the securities and
were not acquired
and are not held in
connection with or
as a participant in
any transaction
having that purpose
or effect.

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 14, 2017

ERIC M. MINDICH, individually, and as managing member of: (i) Eton Park Associates, L.L.C., as general partner of Eton Park Associates, L.P., (a) for itself and (b) as general partner of Eton Park Fund, L.P.; and (ii) Eton Park Capital Management, L.L.C., as general partner of Eton Park Capital Management, L.P., (a) for itself and (b) as investment adviser of Eton Park Master Fund, Ltd. and Eton Park Fund, L.P.

/s/ Marcy Engel

Name: Marcy Engel*

Title: Attorney-in-Fact

* Pursuant to a Power of Attorney dated as of August 17, 2007, attached as Exhibit 2 to the original Schedule 13G filed by the Reporting Persons on August 11, 2014.