

WORTHINGTON INDUSTRIES INC
Form 8-K
September 23, 2008

**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): September 23, 2008

WORTHINGTON INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Ohio 1-8399 31-1189815
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

200 Old Wilson Bridge Road, Columbus, Ohio 43085
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code: (614) 438-3210

Not Applicable
(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 2.02 Results of Operations and Financial Condition
and**

Item 7.01 Regulation FD Disclosure.

The following information is furnished pursuant to both Item 2.02 and Item 7.01:

On September 23, 2008, Worthington Industries, Inc. (the "Registrant") issued a news release reporting results for its first quarter of fiscal 2009 (the fiscal quarter ended August 31, 2008). A copy of the news release (the "Release") is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

The Release includes information relating to earnings before interest, taxes, depreciation and amortization ("EBITDA") for the quarterly (three-month) periods ended August 31, 2008, May 31, 2008 and August 31, 2007, as well as a reconciliation of EBITDA to net earnings. EBITDA is a non-GAAP financial measure as defined in SEC Regulation G. The Registrant's management believes that the disclosure of this non-GAAP financial measure provides useful information to investors, equity analysts and other users of the Registrant's financial information. The presentation of EBITDA is provided as a convenience to the investment community because EBITDA is a component of key valuation metrics such as enterprise value to EBITDA. EBITDA does not represent and should not be considered as an alternative to net earnings or cash flows from operating activities as determined by accounting principles generally accepted in the United States of America. The Registrant makes no representation or assertion that EBITDA is indicative of its cash flows from operations or results of operations. The Registrant has provided a reconciliation of EBITDA to net earnings solely for the purpose of complying with SEC Regulation G and not as an indication that EBITDA is a substitute measure for net earnings. The Registrant uses EBITDA as a measure of its normal operating performance which is factored into evaluations.

Item 9.01 Financial Statements and Exhibits.

(a)-(c) Not applicable.

(d) Exhibits:

| Exhibit No. | Description |
|-------------|--|
| 99.1 | News Release issued by Worthington Industries, Inc. on September 23, 2008. |

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.

WORTHINGTON INDUSTRIES, INC.

Date: September 23, 2008 By: /s/ Dale T. Brinkman
Dale T. Brinkman, Vice President-
Administration, General Counsel and Secretary