

Owens Corning  
Form 8-K  
May 05, 2011

**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): May 2, 2011

**Owens Corning**

(Exact name of registrant as specified in its charter)

**DE**  
(State or other jurisdiction  
of incorporation)

**1-33100**  
(Commission  
File Number)

**43-2109021**  
(I.R.S. Employer  
Identification No.)

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**One Owens Corning Parkway**

**Toledo, OH**  
(Address of principal executive offices)

**419-248-8000**

**43659**  
(Zip Code)

(Registrant's telephone number, including area code)

(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 May 2, 2011, Owens Corning (the Company ) entered into a Purchase Agreement (the Purchase Agreement ) with the Owens Corning/Fibreboard Asbestos Personal Injury Trust (the Trust ) and Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC (together, the Underwriters ), pursuant to which the Trust sold to the Underwriters 7,000,000 shares (the Shares ) of the Company s common stock, par value \$0.01 per share, at a price of \$36.90 per share. The closing with respect to the sale of the Shares is expected to occur on May 6, 2011. The Company will not receive any proceeds from the sale of the Shares.

The offering of the Shares was registered under the Securities Act of 1933, as amended, pursuant to the Company s shelf registration statement on Form S-3 (Registration No. 333-165008) and the related prospectus supplement and accompanying prospectus. For a complete description of the terms and conditions of the Purchase Agreement, please refer to the Purchase Agreement, which is filed with this report as Exhibit 1.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

Exhibit No.	Description
1.1	Purchase Agreement, dated as of May 2, 2011, between Owens Corning, the Owens Corning/Fibreboard Asbestos Personal Injury Trust, and Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC.

**SIGNATURES**

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.

Owens Corning

Date: May 5, 2011

By: /s/ John W. Christy  
John W. Christy  
Vice President, Interim General Counsel and Secretary

**EXHIBIT INDEX**

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