

Owens Corning  
Form 8-K  
November 04, 2014

**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): November 4, 2014**

**Owens Corning**

**(Exact Name of Registrant as Specified in its Charter)**

**DE**  
**(State or Other Jurisdiction**  
**of Incorporation or Organization)**

**1-33100**  
**Commission File**  
**Number:**  
**One Owens Corning Parkway**

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

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**Toledo, OH 43659**

**(Address of Principal Executive Offices, Including Zip Code)**

**419-248-8000**

**(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 November 4, 2014, Owens Corning issued a press release announcing that it has amended the terms of its previously announced cash tender offers (as amended, the Tender Offers ), to increase the aggregate purchase price (including the premium but excluding accrued and unpaid interest) for its 9.000% Senior Notes due 2019 (the 2019 Notes ) and its 6.500% Senior Notes due 2016 (the 2016 Notes, and together with the 2019 Notes, the Outstanding Notes ) from an aggregate purchase price (including the premium but excluding accrued and unpaid interest) of \$300 million to \$400 million. All other terms of the Tender Offers, as previously announced, remain unchanged.

Owens Corning previously announced that it is offering to sell, subject to market and other conditions, a new series of its unsecured senior notes in an underwritten public offering under its effective shelf registration statement (the Senior Notes Offering ). As announced in the press release, the Company expects to offer an aggregate amount of \$400 million in new notes. Owens Corning intends to use the net proceeds of the Senior Notes Offering, plus cash on hand, if required, to fund the repurchase of Outstanding Notes pursuant to the Tender Offers.

A copy of the press release is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated as of November 4, 2014

**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.

Owens Corning

Date: November 4, 2014

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

**EXHIBIT INDEX**

Exhibit No.	Description
99.1	Press Release, dated as of November 4, 2014.