

ARMSTRONG WORLD INDUSTRIES INC

Form SC 13G/A

April 04, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Armstrong World Industries, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

04247X102

(CUSIP Number)

March 31, 2017

(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)

* 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 on 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).

SCHEDULE 13G

CUSIP No. 04247X102

Names of Reporting
Persons.

1. Iridian Asset Management
LLC
I.R.S. Identification Nos. of
above persons (entities
only).

2. Check the Appropriate Box
if a Member of a Group
(See Instructions)
(a) ☒ (b) ☐

3. SEC USE ONLY

4. Citizenship or Place of
Organization
Delaware

5. Sole Voting Power
0

Number of
Shares
Beneficially

6. Shared Voting Power
5,622,876

Owned by
Each Reporting
Person With:

7. Sole Dispositive Power
0

8. Shared Dispositive Power
5,622,876

9. Aggregate Amount
Beneficially Owned by
Each Reporting Person
5,622,876

10. Check if the Aggregate
Amount in Row (9)
Excludes Certain Shares
(See Instructions) ☐

11. Percent of Class
Represented by Amount in
Row (9)
10.4%

12. Type of Reporting Person
IA

2

SCHEDULE 13G

CUSIP No. 04247X102

Names of Reporting
Persons.

1. David L. Cohen
I.R.S. Identification Nos. of
above persons (entities
only).

- Check the Appropriate Box
if a Member of a Group
(See Instructions)
2. (a) ☒ (b) ☐

3. SEC USE ONLY

- Citizenship or Place of
4. Organization
United States

5. Sole Voting Power
5,000

Number of
Shares
Beneficially

6. Shared Voting Power
5,622,876

Owned by
Each Reporting
Person With:

7. Sole Dispositive Power
5,000

8. Shared Dispositive Power
5,622,876

- Aggregate Amount
Beneficially Owned by
9. Each Reporting Person
5,627,876

- Check if the Aggregate
Amount in Row (9)
10. Excludes Certain Shares
(See Instructions) ☐

- 11.

Percent of Class
Represented by Amount in
Row (9)
10.5%

12. Type of Reporting Person
IN

3

SCHEDULE 13G
CUSIP No. 04247X102

Names of Reporting
Persons.

1. Harold J. Levy
I.R.S. Identification Nos. of
above persons (entities
only).

- Check the Appropriate Box
if a Member of a Group
(See Instructions)
2. (a) ☒ (b) ☐

3. SEC USE ONLY

- Citizenship or Place of
4. Organization
United States

5. Sole Voting Power
0

Number of
Shares
Beneficially

6. Shared Voting Power
5,622,876

Owned by
Each Reporting
Person With:

7. Sole Dispositive Power
0

8. Shared Dispositive Power
5,622,876

- Aggregate Amount
Beneficially Owned by
9. Each Reporting Person
5,622,876

10. Check if the Aggregate
Amount in Row (9)

Excludes Certain Shares
(See Instructions) []

- Percent of Class
Represented by Amount in
11. Row (9)
10.4%
12. Type of Reporting Person
IN

4

This Amendment amends in its entirety the
Schedule 13G filed for the month ended
December 31, 2016.

Item 1.

(a) Name of Issuer
Armstrong World Industries,
Inc.

(b) Address of Issuer's Principal
Executive Offices
2500 Columbia Avenue,
Lancaster, PA 17603

Item 2.

(a) Name of Person Filing
This Statement is being filed by
and on behalf of Iridian Asset
Management LLC ("Iridian"),
David L. Cohen ("Cohen") and
Harold J. Levy ("Levy")
(collectively, the "Reporting
Persons").
Iridian is majority owned by
Arovid Associates LLC, a
Delaware limited liability
company owned and controlled
by the following: 12.5% by
Cohen, 12.5% by Levy, 37.5%
by LLMD LLC, a Delaware
limited liability company, and
37.5% by ALHERO LLC, a
Delaware limited liability
company. LLMD LLC is owned
1% by Cohen, and 99% by a
family trust controlled by
Cohen. ALHERO LLC is owned
1% by Levy and 99% by a
family trust controlled by Levy.

Address of Principal Business
Office or, if none, Residence

- (b) The principal business address of the Reporting Persons is 276 Post Road West, Westport, CT 06880-4704.
Citizenship or Place of Organization

- (c) Iridian is a Delaware limited liability company. Cohen and Levy are US citizens.

Title of Class of Securities

- (d) Common Stock

CUSIP Number

- (e) 04247X102

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) ☐ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in

- accordance with §
240.13d-1(b)(1)(ii)(G);
A savings associations as
defined in Section 3(b) of
- (h) ☐ the Federal Deposit
Insurance Act (12 U.S.C.
1813);
A church plan that is
excluded from the definition
- (i) ☐ of an investment company
under section 3(c)(14) of the
Investment Company Act of
1940 (15 U.S.C. 80a-3);
- (j) ☒ Group, in accordance with
§240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

- (a) and (b) Amount beneficially owned and
Percent of Class:

As of the date of this Statement,
the Reporting Persons
beneficially owned in the
aggregate 5,627,876 shares
of Common Stock which
equates to approximately 10.5%
of the outstanding shares (the
percentage of shares of
Common Stock owned being
based upon 53,839,882 shares of
Common Stock outstanding at
February 21, 2017 as set forth in
the Issuer's Annual Report on
Form 10-K for the period ended
December 31, 2016).

Iridian has direct beneficial
ownership of the shares of
Common Stock in the accounts
for which it serves as the
investment adviser under its
investment management
agreements.

Messrs. Cohen and Levy may
be deemed to possess
beneficial ownership of the
shares of Common Stock
beneficially owned by Iridian by
virtue of their indirect
controlling ownership of
Iridian, and having the power to
vote and direct the disposition

of shares of Common Stock as joint Chief Investment Officers of Iridian. Messrs. Cohen and Levy disclaim beneficial ownership of such shares. Cohen has direct beneficial ownership of the 5,000 shares of Common Stock owned by him. As used herein, "beneficial ownership" has the meaning set forth in Rule 13d-3 under the Securities Exchange Act of 1934, as amended.

Power to vote or dispose. Iridian has the direct power to vote or direct the vote, and the direct power to dispose or direct the disposition, of 5,622,876 shares of Common Stock.

- (c) Cohen and Levy may be deemed to share with Iridian the power to vote or direct the vote and to dispose or direct the disposition of such shares. Cohen has the direct power to vote or direct the vote, and the direct power to dispose or direct the disposition, of 5,000 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 person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].
Not Applicable.

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

Not Applicable.

Item 8. Identification and Classification
of Members of the Group

Iridian is an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, and its principal business is managing a number of accounts containing securities over which Iridian has voting and dispositive power.

Each of Messrs. Cohen and Levy has a controlling interest in Iridian, and serves as Co-Chief Executive Officer and Co-Chief Investment Officer of Iridian.

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

By signing below the undersigned certifies that, to the best of its or his knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of and do not have 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 such purpose or effect.

SIGNATURE

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

Date: April 4, 2017

IRIDIAN ASSET MANAGEMENT
LLC

/s/ Jeffrey M. Elliott

By: _____

Jeffrey M. Elliott

Title: Executive Vice President

David L. Cohen

/s/ Jeffrey M. Elliott

By: _____

Jeffrey M. Elliott

Title: Agent

Harold J. Levy

/s/ Jeffrey M. Elliott

By: _____

Jeffrey M. Elliott

Title: Agent