

ARMSTRONG WORLD INDUSTRIES INC  
Form 4  
June 26, 2013

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ROBERTS JOHN JOSEPH

2. Issuer Name and Ticker or Trading Symbol  
ARMSTRONG WORLD INDUSTRIES INC [AWI]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
C/O ARMSTRONG WORLD INDUSTRIES, INC., 2500 COLUMBIA AVE

3. Date of Earliest Transaction (Month/Day/Year)  
06/24/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)  
LANCASTER, PA 17603

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock <sup>(1)</sup>	06/24/2013		A	(A) or (D) Amount 2,272 <sup>(2)</sup>	\$ 0 15,467 <sup>(3)</sup>	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERTS JOHN JOSEPH C/O ARMSTRONG WORLD INDUSTRIES, INC. 2500 COLUMBIA AVE LANCASTER, PA 17603	X			

## Signatures

/s/Christopher S. Parisi,  
Attorney-in-fact

06/26/2013

\_\_\_\_\_  
\*\*Signature of Reporting Person

\_\_\_\_\_  
Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted stock units granted under the 2008 Directors Stock Unit Plan, as amended, and as part of the Issuer's nonemployee Director Compensation Program. The units vest (contingent upon the Director's continued service as of such date) on the earlier of (i) the one-year anniversary of the grant; (ii) the death or total and permanent disability of the Director; or (iii) the date of any Change in Control Event (as defined in the Plan).
- (2) Represents an annual grant of restricted stock units as the equity portion of the Director's retainer for Board service under the Issuer's nonemployee Director Compensation Program. The grant date fair value of the units is calculated under the Financial Accounting Standards Board's Accounting Standards Codification Topic 718 using the the closing market price of the Issuer's common shares on June 24, 2013, the first business day following the Issuer's Annual Meeting of Shareholders, which price was \$46.23.
- (3) Includes vested and unvested units as well as units not yet acquirable by the Director. Under the terms of the 2008 Directors Stock Unit Plan, as amended, vested units are not acquirable by the Director until (i) for those restricted stock units granted prior to June 2011, six (6) months following the termination of his service on the Issuer's Board of Directors, and, (ii) for those units granted during and after June 2011, at the time of the termination of his service on the Issuer's Board of Directors.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. colspan="1">



Item 1.01 Entry into a Material Definitive Agreement.

On October 17, 2014, TD Ameritrade Holding Corporation (the “Company”) entered into an Underwriting Agreement (the “Underwriting Agreement”) with Barclays Capital Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein (the “Underwriters”), with respect to the offering and sale by the Company of \$500,000,000 aggregate principal amount of its 3.625% Senior Notes due 2025 (the “Notes”). The Notes have been offered pursuant to the Prospectus Supplement, dated October 17, 2014, to the Prospectus dated September 29, 2014, filed as part of the Registration Statement on Form S-3 (Registration No. 333-185286) that became effective when filed with the Securities and Exchange Commission (the “SEC”) on December 5, 2012, as amended by Post-Effective Amendment No. 1 thereto, filed on September 29, 2014. The offering of the Notes closed on October 22, 2014.

The Notes were issued pursuant to an Indenture, dated as of October 22, 2014, between the Company and U.S. Bank National Association, as trustee (the “Trustee”), as supplemented by the First Supplemental Indenture, dated as of October 22, 2014, among the Company and the Trustee (the “Supplemental Indenture”).

The Notes will bear interest at a rate of 3.625% payable semi-annually on April 1 and October 1 of each year, beginning on April 1, 2015. The Notes will mature on April 1, 2025.

The Company intends to use the net proceeds from the sale of the Notes, together with cash on hand, to repay the \$500 million aggregate principal amount of the Company’s 4.150% senior notes that mature on December 1, 2014.

The foregoing descriptions of the Underwriting Agreement, the Indenture, the Supplemental Indenture, and the Notes are qualified in their entirety by reference to the complete terms and conditions of the Underwriting Agreement, the Indenture, the Supplemental Indenture, and the form of Note, which are attached hereto as Exhibits 1.1, 4.1, 4.2 and 4.3, respectively, and incorporated by reference herein. In connection with the issuance of the Notes, Wachtell, Lipton, Rosen & Katz provided the Company with the legal opinion attached to this Current Report on Form 8-K as Exhibit 5.1.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The description contained under Item 1.01 above is hereby incorporated by reference in its entirety into this Item 2.03.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
1.1	Underwriting Agreement, dated as of October 17, 2014, among TD Ameritrade Holding Corporation and Barclays Capital Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein.
4.1	Indenture, dated October 22, 2014, between TD Ameritrade Holding Corporation and U.S. Bank National Association, as trustee.
4.2	Form of 3.625% Senior Note due 2025 (included in Exhibit 4.1).
4.3	Supplemental Indenture, dated October 22, 2014, between TD Ameritrade Holding Corporation and U.S. Bank National Association, as trustee.
5.1	Opinion of Wachtell, Lipton, Rosen & Katz.
12.1	Computation of Pro Forma Ratios of Earnings to Fixed Charges.

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 thereunto duly authorized.

Dated: October 23, 2014

TD AMERITRADE HOLDING CORPORATION

By: /s/ WILLIAM J. GERBER

William J. Gerber

Executive Vice President, Chief Financial Officer