

ARMSTRONG WORLD INDUSTRIES INC

Form SC 13G/A

February 17, 2015

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G/A

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No. 1)\*

Armstrong  
World  
Industries, Inc.  
(Name of  
Issuer)

Common Stock,  
par value \$0.01  
per share  
(Title of Class  
of Securities)

04247X102  
(CUSIP  
Number)

December 31,  
2014  
(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)

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Pages)

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\*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 in 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).

1

NAME OF  
REPORTING  
PERSON

2

CHECK  
THE  
APPROPRIATE

3

MEMBER (b) "

OF A

GROUP

4

CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

5

SOLE  
VOTING  
POWER

6

0  
SHARED  
VOTING  
POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:

7

1,422,906  
shares of  
Common Stock  
SOLE  
DISPOSITIVE  
POWER

8

0  
SHARED  
DISPOSITIVE  
POWER

1,422,906  
shares of  
Common Stock

9

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON

10	1,422,906 shares of Common Stock CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY
11	AMOUNT IN ROW (9)
12	2.59% TYPE OF REPORTING PERSON  PN

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1	NAME OF REPORTING PERSON
2	Eton Park Master Fund, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER (b) " " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
5	Cayman Islands SOLE VOTING POWER
6	0 SHARED VOTING POWER
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
8	2,642,540 shares of Common Stock SOLE DISPOSITIVE POWER
9	0 SHARED DISPOSITIVE POWER 2,642,540 shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERSON

2,642,540 shares of  
Common Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

AMOUNT IN ROW

(9)

4.81%

TYPE OF

REPORTING

PERSON

CO

**9** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING

PERSON

1,422,906 shares of  
Common Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

AMOUNT IN ROW

(9)

2.59%

TYPE OF

REPORTING

PERSON

PN



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1	NAME OF REPORTING PERSON
2	Eton Park Capital Management, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) " " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
5	Delaware SOLE VOTING POWER
6	0 SHARED VOTING POWER
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
8	4,065,446 shares of Common Stock SOLE DISPOSITIVE POWER
9	0 SHARED DISPOSITIVE POWER 4,065,446 shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERSON

4,065,446 shares of  
Common Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

AMOUNT IN ROW

(9)

7.41%

TYPE OF

REPORTING

PERSON

IA

NAME OF REPORTING PERSON		CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP		SEC USE ONLY		CITIZENSHIP OR PLACE OF ORGANIZATION	
	Eric M. Mindich						
5			SOLE VOTING POWER				
6		0	SHARED VOTING POWER				
7		4,065,446 shares of Common Stock	SOLE DISPOSITIVE POWER				
8		0	SHARED DISPOSITIVE POWER				
		4,065,446 shares of Common Stock					
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							

4,065,446 shares of  
Common Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

AMOUNT IN ROW

(9)

7.41%

TYPE OF

REPORTING

PERSON

IN

**Item 1(a). NAME OF ISSUER**

The name of the issuer is Armstrong World Industries, Inc. (the "Company").

**Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

The Company's principal executive offices are located at 2500 Columbia Avenue, Lancaster, Pennsylvania 17603.

**Item 2(a). NAME OF PERSON FILING**

This statement is filed by:

(i) Eton Park Fund, L.P., a Delaware limited partnership ("EP Fund"), with respect to the shares of Common Stock (as defined in Item 2(d) below) directly owned by it;

(ii) Eton Park Master Fund, Ltd., a Cayman Islands exempted company ("EP Master Fund"), with respect to the shares of Common Stock directly owned by it;

(iii) Eton Park Associates, L.P., a Delaware limited partnership ("EP Associates"), which serves as the general partner of EP Fund, with respect to the shares of Common Stock directly owned by EP Fund;

(iv) Eton Park Capital Management, L.P., a Delaware limited partnership ("EP Management"), which serves as investment manager to EP Master Fund and EP Fund, with respect to the shares of Common Stock directly owned by each of EP Master Fund and EP Fund; and

(v) Eric M. Mindich ("Mr. Mindich"), (i) as managing member of Eton Park Associates, L.L.C., the general partner of EP Associates, with respect to the shares of Common Stock directly owned by EP Fund and (ii) as managing member of Eton Park Capital Management, L.L.C., the general partner of EP Management, with respect to the shares of Common Stock directly owned by each of EP Fund and EP Master Fund. Mr. Mindich disclaims beneficial ownership of any of the securities held by EP Fund and EP Master Fund.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

**Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE**

The address of the business office of each of the Reporting Persons is 399 Park Ave, 10th Floor, New York, NY 10022.

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**Item 2(c). CITIZENSHIP**

EP Fund is a limited partnership organized under the laws of the State of Delaware. EP Master Fund is a company organized under the laws of the Cayman Islands. EP Associates and EP Management are limited partnerships organized under the laws of the State of Delaware. Mr. Mindich is a United States citizen.

**Item 2(d). TITLE OF CLASS OF SECURITIES**

Common Stock, par value \$0.01 per share (the "Common Stock")

**Item 2(e). CUSIP NUMBER**

04247X102

**Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a) .. Broker or dealer registered under Section 15 of the Act;
- (b) .. Bank as defined in Section 3(a)(6) of the Act;
- (c) .. Insurance company as defined in Section 3(a)(19) of the Act;
- (d) .. Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) .. An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) .. An employee benefit plan or endowment fund in accordance with

- Rule  
13d-1(b)(1)(ii)(F);  
A parent holding  
company or control
- (g) .. person in  
accordance with  
Rule  
13d-1(b)(1)(ii)(G);  
A savings  
association as  
defined in Section  
(h) .. 3(b) of the Federal  
Deposit Insurance  
Act;  
A church plan that  
is excluded from  
the definition of an  
investment  
(i) .. company under  
Section 3(c)(14) of  
the Investment  
Company Act;  
A non-U.S.  
institution in  
(j) .. accordance with  
Rule  
13d-1(b)(1)(ii)(J);  
Group, in  
(k) .. accordance with  
Rule  
13d-1(b)(1)(ii)(K).

If filing as a non-U.S.  
institution in accordance  
with Rule 13d-1(b)(1)(ii)(J),  
please  
specify the type  
of institution:



#### Item 4. OWNERSHIP

The percentages used herein are calculated based upon 54,888,401 shares of Common Stock issued and outstanding, as of October 21, 2014, as reported by the Company in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014 filed on October 27, 2014.

A. Eton Park Fund, L.P.

(a) Amount beneficially owned: 1,422,906 shares of Common Stock

(b) Percent of class: 2.59%

(c)(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 1,422,906 shares of Common Stock

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 1,422,906 shares of Common Stock

B. Eton Park Master Fund, Ltd.

(a) Amount beneficially owned: 2,642,540 shares of Common Stock

(b) Percent of class: 4.81%

(c)(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 2,642,540 shares of Common Stock

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 2,642,540 shares of Common Stock

C. Eton Park Associates, L.P.

(a) Amount beneficially owned: 1,422,906 shares of Common Stock

(b) Percent of class: 2.59%

(c)(i) Sole power to vote or direct the vote: -0-

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(ii) Shared power to vote or direct the vote: 1,422,906 shares of Common Stock

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 1,422,906 shares of Common Stock

D. Eton Park Capital Management, L.P.

(a) Amount beneficially owned: 4,065,446 shares of Common Stock

(b) Percent of class: 7.41%

(c)(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 4,065,446 shares of Common Stock

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 4,065,446 shares of Common Stock

E. Eric M. Mindich

(a) Amount beneficially owned: 4,065,446 shares of Common Stock

(b) Percent of class: 7.41%

(c)(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 4,065,446 shares of Common Stock

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 4,065,446 shares of Common Stock

**Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS**

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 OR CONTROL PERSON**

Not applicable.

**Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP**

Not applicable.

**Item 9. NOTICE OF DISSOLUTION OF GROUP**

Not applicable.

**Item 10. CERTIFICATION**

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with 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 that purpose or effect.

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## SIGNATURES

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

DATE: February 17, 2015

ERIC M. MINDICH, individually, and as managing member of: (i) Eton Park Associates, L.L.C., as general partner of Eton Park Associates, L.P., (a) for itself and (b) as general partner of Eton Park Fund, L.P.; and (ii) Eton Park Capital Management, L.L.C., as general partner of Eton Park Capital Management, L.P., (a) for itself and (b) as investment adviser of Eton Park Master Fund, Ltd. and Eton Park Fund, L.P.

/s/ Marcy Engel

Name: Marcy Engel\*

Title: Attorney-in-Fact

\* Pursuant to a Power of Attorney dated as of August 17, 2007, attached as Exhibit 2 to the original Schedule 13G filed by the Reporting Persons on August 11, 2014.