

ARMSTRONG WORLD INDUSTRIES INC
Form SC 13D/A
November 13, 2013
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

(Amendment No. 6)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO 240.13d-2(a)**

Armstrong World Industries, Inc.
(Name of Issuer)

Common Stock, Par Value \$0.01 Per Share
(Title of Class of Securities)

04247X102
(CUSIP Number)

Ronald Cami
Vice President

TPG Global, LLC

301 Commerce Street, Suite 3300

Fort Worth, TX 76102

(817) 871-4000

Copy to:

Victor Lewkow

Cleary Gottlieb Steen & Hamilton LLP

One Liberty Plaza

New York City, NY 10006

(212) 225-2000
(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

November 13, 2013

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 12 Pages)

* 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 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*).

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CUSIP No. 04247X102

1 NAMES OF REPORTING
PERSONS

TPG Advisors VI, Inc.
CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP

2 (see instructions)

(a)

(b)

3 SEC USE ONLY
4 SOURCE OF FUNDS (see
instructions)

OO (see Item 3)
CHECK IF
DISCLOSURE OF
LEGAL
5 PROCEEDINGS IS
REQUIRED
PURSUANT TO
ITEM 2(d) or 2(e)
6 CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

7 SOLE
VOTING
POWER

NUMBER OF
SHARES

8 -0-
SHARED
VOTING
POWER

BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON WITH

9 13,433,118 (see
Item 5)
SOLE
DISPOSITIVE
POWER

-0-
10

SHARED
DISPOSITIVE
POWER

2,054,977 (see
Item 5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

13,433,118 (see Item 5)

12 CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW (11) o
EXCLUDES
CERTAIN
SHARES (see
instructions)
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW 11

14 24.8%*
TYPE OF REPORTING
PERSON
CO

*

This calculation is based on 54,153,915 shares of Issuer Common Stock outstanding as of October 31, 2013 as reported in the prospectus supplement filed by the Issuer with the Securities and Exchange Commission (the "SEC") on November 8, 2013.

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1 NAMES OF REPORTING PERSONS

David Bonderman
CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP

2 (see instructions)

(a) y

3 (b) o
SEC USE ONLY
SOURCE OF FUNDS (see
4 instructions)

OO (see Item 3)
CHECK IF
DISCLOSURE OF
LEGAL
5 PROCEEDINGS IS o
REQUIRED
PURSUANT TO
ITEM 2(d) or 2(e)
CITIZENSHIP OR PLACE OF
6 ORGANIZATION

United States of America

7 SOLE
VOTING
POWER

8 NUMBER OF
SHARES -0-
SHARED
VOTING
POWER

9 BENEFICIALLY OWNED BY
EACH REPORTING PERSON WITH
13,433,118 (see
Item 5)
SOLE
DISPOSITIVE
POWER

-0-

10 SHARED
DISPOSITIVE
POWER

2,054,977 (see
Item 5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

13,433,118 (see Item 5)

12 CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW (11) o
EXCLUDES
CERTAIN
SHARES (see
instructions)
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW 11

14 24.8%*
TYPE OF REPORTING
PERSON

IN

* This calculation is based on 54,153,915 shares of Issuer Common Stock outstanding as of October 31, 2013 as reported in the prospectus supplement filed by the Issuer with the SEC on November 8, 2013.

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CUSIP No. 04247X102

1 NAMES OF REPORTING PERSONS

James G. Coulter

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (see instructions)

(a)

(b)

3 SEC USE ONLY
4 SOURCE OF FUNDS (see instructions)

OO (see Item 3)

CHECK IF DISCLOSURE OF LEGAL

5 PROCEEDINGS IS REQUIRED PURSUANT TO

ITEM 2(d) or 2(e)
6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

8 NUMBER OF SHARES -0- SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING

13,433,118 (see Item 5)
9 SOLE DISPOSITIVE POWER

PERSON WITH

-0-
10

SHARED
DISPOSITIVE
POWER

2,054,977 (see
Item 5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

13,433,118 (see Item 5)

12 CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW (11) o
EXCLUDES
CERTAIN
SHARES (see
instructions)
PERCENT OF CLASS
REPRESENTED BY
13 AMOUNT IN ROW 11

14 24.8%*
TYPE OF REPORTING
PERSON

IN

* This calculation is based on 54,153,915 shares of Issuer Common Stock outstanding as of October 31, 2013 as reported in the prospectus supplement filed by the Issuer with the SEC on November 8, 2013.

This Amendment No. 6 (the "Amendment") to Schedule 13D amends and supplements the statement on Schedule 13D filed by the Reporting Persons on August 11, 2009, as amended by Amendment No. 1 filed on September 3, 2009, Amendment No. 2 filed on April 1, 2010, Amendment No. 3 filed on November 15, 2012, Amendment No. 4 filed on December 12, 2012 and Amendment No. 5 filed on September 13, 2013 (as so amended, the "Original Schedule 13D," and, as further amended by this Amendment, the "Schedule 13D") relating to the shares of common stock, par value \$0.01 per share ("Issuer Common Stock"), of Armstrong World Industries, Inc., a Pennsylvania corporation ("AWI" or the "Issuer"). Capitalized terms used in this Amendment and not otherwise defined shall have the same meanings ascribed to them in the Original Schedule 13D.

Item 2. Identity and Background.

This Amendment amends and restates the second and third paragraph of Item 2 of the Original Schedule 13D in its entirety as set forth below:

"Advisors VI is the general partner of Armor TPG Holdings, L.P., a Delaware limited partnership (including Armor TPG Holdings, LLC, which converted from a Delaware limited liability company into the Delaware limited partnership on October 3, 2012, "Armor"), which directly holds 2,054,977 shares of Issuer Common Stock (the "Armor Shares"). Because of the relationship between Advisors VI and Armor, Advisors VI may be deemed to beneficially own the Armor Shares.

Armor and The Armstrong World Industries, Inc. Asbestos Personal Injury Settlement Trust, a Delaware trust (the "Trust"), entered into the Shareholders' Agreement (as defined in Item 4 below). Because of the relationship between Armor and the Trust, Advisor VI may also be deemed to have beneficial ownership over 11,378,141 shares of Issuer Common Stock directly held by the Trust (the "Trust Shares" and, together with the Armor Shares, the "Shares"), which are subject to the Shareholders' Agreement."

Item 3. Source and Amount of Funds or Other Consideration

This Amendment amends and supplements Item 3 of the Original Schedule 13D by inserting the following before the last paragraph of Item 3:

"On November 4, 2013, the Trust physically settled its obligation under the Confirmation by delivering 1,039,777 shares of Issuer Common Stock to Armor."

Item 4. Purpose of Transaction.

This Amendment amends and supplements Item 4 of the Original Schedule 13D by inserting the following after the last paragraph under the heading "*September 2013 Lock-Up Agreement*":

November 2013 Offering

On November 6, 2013, Armor and the Trust, in their capacity as selling shareholders, entered into an underwriting agreement attached hereto as Exhibit 13 (the "November 2013 Underwriting Agreement") with the Issuer and Citigroup Global Markets Inc. and Deutsche Bank Securities Inc. (collectively, the "November 2013 Underwriters"), pursuant to which Armor agreed to sell 2,368,265 shares of Issuer Common Stock and the Trust agreed to sell 3,631,735 shares of Issuer Common Stock, in each case at a price of \$50.67 per share (the "November 2013 Offering"). The November 2013 Offering was made pursuant to the Issuer's registration statement on Form S-3 (File No. 333-179711) and closed on November 13, 2013.

November 2013 Lock-Up Agreement

Each of Armor, the Trust and each executive officer and director of the Issuer agreed with the November 2013 Underwriters, pursuant to a lock-up agreement (each, a “November 2013 Offering Lock-Up Agreement”), not to, subject to certain exceptions, (i) offer, sell, contract to sell, pledge or otherwise transfer or dispose of, (ii) enter into any transaction which is designed to or might reasonably be expected to result in the transfer or disposition of, (iii) establish or increase a put equivalent position or liquidate or decrease a call equivalent position in respect of or (iv) exercise any right with respect to the registration of, or file or cause to be filed any registration statement in connection with the registration of, any shares of Issuer Common Stock or any securities convertible into or exchangeable or exercisable for shares of Issuer Common Stock, or publicly announce an intention to effect any such transaction, for a period beginning on the date of such November 2013 Offering Lock-Up Agreement and continuing for 45 days after November 6, 2013, the date of the November 2013 Underwriting Agreement, except with the prior written consent of the November 2013 Underwriters.”

This Amendment amends and restates the last paragraph of Item 4 of the Original Schedule 13D as follows:

“References to and descriptions of the Purchase and Sale Agreement, the NDA, the Charter, the Shareholders’ Agreement, the Confirmation, the Offer to Purchase, the 2011 Master Confirmation, the Waiver Agreement, the Underwriting Agreement, the September 2013 Underwriting Agreement, the September 2013 Offering Lock-Up Agreement, the November 2013 Underwriting Agreement and the November 2013 Offering Lock-Up Agreement set forth above in this Item 4 do not purport to be complete and are qualified in their entirety by reference to the full text of each of the Purchase and Sale Agreement attached hereto as Exhibit 2, the NDA attached hereto as Exhibit 3, the Charter attached hereto as Exhibit 4, the Shareholders’ Agreement attached hereto as Exhibit 6, the Confirmation attached hereto as Exhibit 7, the Offer to Purchase attached hereto as Exhibit 9 (including, without limitation, Sections 11 and 12 thereof), the Waiver Agreement attached hereto as Exhibit 11, the Underwriting Agreement attached hereto as Exhibit 12, the September 2013 Underwriting Agreement attached hereto as Exhibit 13, the form of September 2013 Offering Lock-Up Agreement attached hereto as Exhibit 14, the November 2013 Underwriting Agreement attached hereto as Exhibit 15 and the form of November 2013 Offering Lock-Up Agreement attached hereto as Exhibit 16 and each is incorporated herein by this reference.”

Item 5. Interest in Securities of the Issuer.

This Amendment amends and restates the second and third paragraph of Item 5 of the Original Schedule 13D in their entirety as set forth below:

“(a)-(b) The following disclosure assumes that there are 54,153,915 shares of Issuer Common Stock outstanding as of October 31, 2013 as reported in the prospectus supplement filed by the Issuer with the SEC on November 8, 2013.

Pursuant to Rule 13d-3 of the Act, the Reporting Persons may be deemed to beneficially own (i) 2,054,977 shares of Issuer Common Stock directly held by Armor, which constitute approximately 3.8% of the outstanding shares of Issuer Common Stock and (ii) 11,378,141 shares of Issuer Common Stock directly held by the Trust, which are subject to the Shareholders’ Agreement, and which constitute approximately 21.0% of the outstanding shares of Issuer Common Stock.”

Item 7. Material to Be Filed as Exhibits

This Amendment supplements Item 7 of the Original Schedule 13D by inserting the following paragraph after the last paragraph of Item 7 of the Original Schedule 13D:

“15. Underwriting Agreement, dated November 6, 2013, among the Issuer, the Trust, Armor and the November 2013 Underwriters (incorporated by reference to Exhibit 1.1 to the Current Report on Form 8-K filed by the Issuer with the SEC on November 13, 2013).

16. Form of Lock-Up Agreement, among each of the Trust, Armor and each executive officer and director listed on Exhibit B to the November 2013 Underwriting Agreement and the November 2013 Underwriters (incorporated by reference to Exhibit A of Exhibit 1.1 to the Current Report on Form 8-K filed by the Issuer with the SEC on November 13, 2013).”

This Amendment amends and restates Schedule 1 of the Original Schedule 13D in its entirety as set forth below:

Schedule I

The names of the directors and the names and titles of the executive officers of Advisors VI and their principal occupations are set forth below. Each occupation set forth opposite an individual's name refers to Advisors VI, and each individual is a United States citizen. All addresses are c/o TPG Global, LLC, 301 Commerce Street, Suite 3300, Fort Worth, TX 76102.

Name	Title
David Bonderman	President
James G. Coulter	Senior Vice President
John E. Viola	Vice President, Treasurer and Director
Ronald Cami	Vice President, Secretary and Director
David C. Reintjes	Chief Compliance Officer and Assistant Secretary
Clive Bode	Assistant Treasurer
Steven A. Willmann	Assistant Treasurer

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INDEX TO EXHIBITS

Agreement of Joint Filing as required by Rule 13d-1(k)(1) under the Act, dated as of July 3, 2008, by and among TPG Advisors II, Inc., TPG Advisors III, Inc., TPG Advisors IV, Inc., TPG Advisors V, Inc., TPG Advisors VI, Inc., T3 Advisors II, Inc., Tarrant Advisors, Inc., Tarrant Capital Advisors, Inc., TPG Asia Advisors II, Inc., TPG Asia Advisors V, Inc., TPG Olympic

1. Advisors, Inc., David Bonderman and James G. Coulter (incorporated by reference to Exhibit 1 to the Schedule 13D filed on August 10, 2009 by TPG Advisors V, Inc., David Bonderman and James G. Coulter).

2. Purchase and Sale Agreement, dated as of August 10, 2009, by and between TPG Partners V, L.P., TPG Partners VI, L.P. and Armstrong World Industries, Inc. Asbestos Personal Injury Settlement Trust, including, as Exhibit A, Form of Shareholders' Agreement, to be entered into by and among TPG Partners V, L.P., TPG Partners VI, L.P., and Armstrong World Industries, Inc. Asbestos Personal Injury Settlement Trust, as Exhibit B, Form of Prepaid Share Forward Confirmation, to be entered into by and among TPG Partners V, L.P., TPG Partners VI, L.P. and Armstrong World Industries, Inc. Asbestos Personal Injury Settlement Trust, and as Exhibit C, Form of Collateral Annex, to be entered into by and among TPG Partners V, L.P., TPG Partners VI, L.P. and Armstrong World Industries, Inc. Asbestos Personal Injury Settlement Trust (incorporated by reference to Exhibit 2 to the Schedule 13D filed on August 11, 2009 by TPG Advisors V, Inc., TPG Advisors VI, Inc., David Bonderman and James G. Coulter).

3. Non-Disclosure Agreement, dated as of July 30, 2009, by and between Armstrong World Industries, Inc. and TPG Capital, L.P., including Form of Undertaking delivered as of August 10, 2009 (incorporated by reference to Exhibit 3 to the Schedule 13D filed on August 11, 2009 by TPG Advisors V, Inc., TPG Advisors VI, Inc., David Bonderman and James G. Coulter).

4. Amended and Restated Articles of Incorporation of Armstrong World Industries, Inc. (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed by Armstrong World Industries, Inc. with the SEC on October 4, 2006).

5. Text of Press Release issued on August 11, 2009 (incorporated by reference to Exhibit 5 to the Schedule 13D filed on August 11, 2009 by TPG Advisors V, Inc., TPG Advisors VI, Inc., David Bonderman and James G. Coulter).

6. Shareholders' Agreement dated as of August 28, 2009 by and between Armor TPG Holdings LLC and Armstrong World Industries, Inc. Asbestos Personal Injury Settlement Trust (incorporated by reference to Exhibit (d)(3) to the Schedule TO filed on September 3, 2009 by Armor TPG Holdings LLC, TPG Partners V, L.P., TPG FOF V-A, L.P., TPG FOF V-B, L.P., TPG Partners VI, L.P., TPG FOF VI SPV, L.P., TPG Advisors V, Inc. and TPG Advisors VI, Inc.).

7. Prepaid Share Forward Confirmation dated as of August 28, 2009 by and between Armor TPG Holdings LLC and Armstrong World Industries, Inc. Asbestos Personal Injury Settlement Trust (incorporated by reference to Exhibit (d)(4) to the Schedule TO filed on September 3, 2009 by Armor TPG Holdings LLC, TPG Partners V, L.P., TPG FOF V-A, L.P., TPG FOF V-B, L.P., TPG Partners VI, L.P., TPG FOF VI SPV, L.P., TPG Advisors V, Inc. and TPG Advisors VI, Inc.).

Collateral Annex dated as of August 28, 2009 by and between Armor TPG Holdings LLC and Armstrong World Industries, Inc. Asbestos Personal Injury Settlement Trust (incorporated by reference to Exhibit (d)(5) to the Schedule TO filed on September 3, 2009 by Armor TPG Holdings LLC, TPG Partners V, L.P., TPG FOF V-A, L.P., 8. TPG FOF V-B, L.P., TPG Partners VI, L.P., TPG FOF VI SPV, L.P., TPG Advisors V, Inc. and TPG Advisors VI, Inc.).

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Offer to Purchase for Cash up to 4,435,935 Shares of Common Stock of Armstrong World Industries, Inc. at \$22.31 Net Per Share by Armor TPG Holdings LLC (incorporated by reference to Exhibit (a)(1)(A) to the Schedule TO filed on September 3, 2009 by Armor TPG Holdings LLC, TPG Partners V, L.P., TPG FOF V-A, L.P., TPG FOF V-B, L.P., TPG Partners VI, L.P., TPG FOF VI SPV, L.P., TPG Advisors V, Inc. and TPG Advisors VI, Inc.)

10. Text of Press Release issued on September 3, 2009 (incorporated by reference to Exhibit (a)(1)(F) to the Schedule TO filed on September 3, 2009 by Armor TPG Holdings LLC, TPG Partners V, L.P., TPG FOF V-A, L.P., TPG FOF V-B, L.P., TPG Partners VI, L.P., TPG FOF VI SPV, L.P., TPG Advisors V, Inc. and TPG Advisors VI, Inc.).

11. Waiver Agreement, effective as of November 5, 2012, by and between the Trust and Armor (incorporated by reference to Exhibit 99.2 to the Current Report on Form 8-K filed by Armstrong World Industries, Inc. with the SEC on November 6, 2012).

12. Underwriting Agreement, dated November 7, 2012, among the Issuer, the Trust, Armor and Merrill, Lynch, Pierce, Fenner & Smith Incorporated as representative of the Underwriters (incorporated by reference to Exhibit 1.1 to the Current Report on Form 8-K filed by Armstrong World Industries, Inc. with the SEC on November 14, 2012).

13. Underwriting Agreement, dated September 10, 2013, among the Issuer, the Trust, Armor and the September 2013 Underwriter (incorporated by reference to Exhibit 1.1 to the Current Report on Form 8-K filed by the Issuer with the SEC on September 13, 2013).

14. Form of Lock-Up Agreement, among each of the Trust, Armor and each executive officer and director listed on Exhibit B to the September 2013 Underwriting Agreement and the September 2013 Underwriter (incorporated by reference to Exhibit A of Exhibit 1.1 to the Current Report on Form 8-K filed by the Issuer with the SEC on September 13, 2013).

15. Underwriting Agreement, dated November 6, 2013, among the Issuer, the Trust, Armor and the November 2013 Underwriters (incorporated by reference to Exhibit 1.1 to the Current Report on Form 8-K filed by the Issuer with the SEC on November 13, 2013).

16. Form of Lock-Up Agreement, among each of the Trust, Armor and each executive officer and director listed on Exhibit B to the November 2013 Underwriting Agreement and the November 2013 Underwriters (incorporated by reference to Exhibit A of Exhibit 1.1 to the Current Report on Form 8-K filed by the Issuer with the SEC on November 13, 2013).

