

USG CORP
Form DEFA14A
March 31, 2016

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

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under §240.14a-12

USG CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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- x No fee required.
- .. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

 - (2) Aggregate number of securities to which transaction applies:

 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

 - (4) Proposed maximum aggregate value of transaction:

 - (5) Total fee paid:
- .. Fee paid previously with preliminary materials.
- .. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount previously paid:

 - (2) Form, Schedule or Registration Statement No.:

 - (3) Filing party:

(4) Date Filed:

***** Exercise Your *Right to Vote* *****

**Important Notice Regarding the Availability of Proxy Materials for the
Stockholders Meeting to Be Held on May 11, 2016.**

Meeting Information

USG CORPORATION

Meeting Type: Annual Meeting

For holders as of: March 14, 2016

Date: May 11, 2016

Time: 9:00 a.m., Central Time

Location: USG Corporation

550 West Adams Street

Chicago, IL 60661

You are receiving this communication because you hold shares in the company named above.

USG CORPORATION

550 WEST ADAMS STREET

CHICAGO, IL 60661

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.



See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

- 1) NOTICE OF ANNUAL MEETING OF STOCKHOLDERS AND PROXY STATEMENT
- 2) ANNUAL REPORT ON FORM 10-K
- 3) LETTER TO SHAREHOLDERS

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: www.proxyvote.com
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 27, 2016 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an admission ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. This notice of availability of proxy materials may be used as an admission ticket to the annual meeting. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to *www.proxyvote.com*. Have the information that is printed in the box marked by the arrow available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy form.

Voting Items

The Board of Directors recommends you vote FOR all the

nominees listed below:

1. Election of Directors

Nominees:

01) Thomas A. Burke

02) Brian A. Kenney

03) Steven F. Leer

The Board of Directors recommends you vote FOR proposals 2, 3, 4, 5 and 6.

2. Approval of the USG Corporation 2016 Long-Term Incentive Plan.
3. Ratification of the appointment of Deloitte & Touche LLP as independent registered public accountants for the year ending December 31, 2016.
4. Approval of an amendment to our Restated Certificate of Incorporation to remove the requirement that we maintain a Finance Committee.
5. Approval of an amendment to our Restated Certificate of Incorporation to continue to restrict certain transfers of our common stock.
6. Ratification, by advisory vote, of an amendment to our Rights Agreement to continue to restrict certain transfers of our common stock.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

