

ARMSTRONG WORLD INDUSTRIES INC
Form 8-K
June 20, 2014

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 20, 2014

ARMSTRONG WORLD INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction of
incorporation or organization)

1-2116
(Commission
File Number)

23-0366390
(IRS Employer
Identification No.)

2500 Columbia Avenue P.O. Box 3001

Lancaster, Pennsylvania
(Address of principal executive offices)

17603
(Zip Code)

Registrant's telephone number, including area code: (717) 397-0611

NA

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 5 Corporate Governance and Management**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 20, 2014, Armstrong World Industries, Inc. (Company) held its Annual Meeting of Shareholders during which the shareholders elected all eleven nominees to the Company s Board of Directors, ratified the appointment of KPMG LLP as the Company s independent registered public accounting firm for fiscal year 2014 and provided advisory approval of the Company s executive compensation. At least 97 percent of the votes cast were in support of each of the three proposals. The complete voting results are set forth in the tables below.

Election of Directors

| | For | Withheld | Broker Non-Vote |
|---------------------|------------|-----------------|------------------------|
| Stan A. Askren | 47,699,418 | 1,470,344 | 1,396,558 |
| Matthew J. Espe | 48,311,516 | 858,246 | 1,396,558 |
| James J. Gaffney | 48,032,468 | 1,137,294 | 1,396,558 |
| Tao Huang | 48,178,799 | 990,963 | 1,396,558 |
| Michael F. Johnston | 48,238,014 | 931,748 | 1,396,558 |
| Jeffrey Liaw | 48,234,414 | 935,348 | 1,396,558 |
| Larry S. McWilliams | 48,143,610 | 1,026,152 | 1,396,558 |
| James C. Melville | 48,309,176 | 860,586 | 1,396,558 |
| James J. O Connor | 48,103,076 | 1,066,686 | 1,396,558 |
| John J. Roberts | 47,906,058 | 1,263,704 | 1,396,558 |
| Richard E. Wenz | 48,236,708 | 933,054 | 1,396,558 |

Ratification of the appointment of KPMG LLP

| For | Against | Abstain | Broker Non-Vote |
|------------|----------------|----------------|------------------------|
| 49,079,796 | 659,375 | 827,149 | 0 |

Advisory Approval of Executive Compensation

| For | Against | Abstain | Broker Non-Vote |
|------------|----------------|----------------|------------------------|
| 47,936,758 | 402,842 | 830,162 | 1,396,558 |

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 hereunto duly authorized.

ARMSTRONG WORLD INDUSTRIES, INC.

By: */s/ Mark A. Hershey*

Mark A. Hershey

Senior Vice President, General Counsel
and Secretary

Date: June 20, 2014