

LENNOX INTERNATIONAL INC

Form 8-K

February 01, 2005

Table of Contents

**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): January 31, 2005

LENNOX INTERNATIONAL INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|---------------------------------------|---|
| Delaware (State or other jurisdiction of incorporation) | 001-15149 (Commission File Number) | 42-0991521 (IRS Employer Identification No.) |
|---|---------------------------------------|---|

| | |
|---|---------------------|
| 2140 Lake Park Blvd. Richardson, Texas (Address of principal executive offices) | 75080 (Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code: (972) 497-5000

(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 (*see* General Instruction A.2. below):

- 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))
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TABLE OF CONTENTS

Item 8.01 Other Events.

Item 9.01 Financial Statements and Exhibits.

SIGNATURES

Press Release

Table of Contents

Item 8.01 Other Events.

On January 31, 2005, Lennox International Inc. issued a press release regarding a notice of a formal investigation by the Securities and Exchange Commission. A copy of such press release is included as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

| EXHIBIT NUMBER | DESCRIPTION |
|---------------------------|--|
| 99.1 | Press Release dated January 31, 2005. |

Table of Contents

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.

LENNOX INTERNATIONAL INC.

Date: January 31, 2005

By: /s/ Kenneth C. Fernandez
Name: Kenneth C. Fernandez
Title: Associate General Counsel

3

Table of Contents

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|---------------------------|--|
| 99.1 | Press Release dated January 31, 2005. |