

EAGLE MATERIALS INC  
Form 8-K  
June 25, 2012

**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 19, 2012

**Eagle Materials Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-12984**  
(Commission  
File Number)

**75-2520779**  
(IRS Employer  
Identification No.)

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**3811 Turtle Creek Blvd., Suite 1100, Dallas, Texas**

(Address of principal executive offices)

**Registrant's telephone number including area code: (214) 432-2000**

**75219**

(Zip code)

**Not Applicable**

(Former name or former address if changed from 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))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

Information responsive to Item 5.02(e):

On June 19, 2012, the Compensation Committee of the Board of Directors of Eagle Materials Inc. ( Company ) approved long-term incentive awards under the Eagle Materials Inc. Incentive Plan ( Incentive Plan ) to a group of the Company s officers, including its named executive officers. The awards are comprised of stock options, restricted stock and Cash Awards (as defined in the Incentive Plan). Each of the Company s named executive officers was granted stock options and restricted stock and received a Cash Award as a part of this award.

In order for the restricted stock to be earned, the Company must achieve a performance vesting criterion based on the Company s return on equity measured at the end of fiscal 2013. Any restricted stock earned at the end of fiscal 2013 will vest one-fifth immediately and one-fifth on each of the next four fiscal year-ends (assuming continued service by the relevant officer). Any restricted stock that is not earned at the end of fiscal 2013 will be forfeited. The terms and conditions of the restricted stock will be substantially the same as restricted stock grants made in fiscal 2012, except that the vesting criterion will be as described above. As in the case of prior equity awards, the restricted stock will also vest upon a change in control of the Company.

On June 19, 2012, the Compensation Committee approved the Eagle Materials Inc. Long-Term Cash Compensation Program for Fiscal Year 2013 ( Cash Program ). Under the terms of the Cash Program, the Compensation Committee administers the program and may make Cash Awards to participating officers. In order for a Cash Award to be earned, the Company must achieve a performance vesting criterion based on the Company s earnings before interest and taxes for the fiscal year ending March 31, 2013. If the Company performance vesting criterion is satisfied, then the Compensation Committee may exercise negative discretion with regard to such Cash Award based on the grantee s achievement of individual goals established by the Compensation Committee. Following any such exercise of negative discretion, one-fifth of an earned Cash Award will be paid immediately and one-fifth on each of the next four fiscal year-ends (assuming continued service by the relevant officer). Any portion of a Cash Award that is not earned at the end of fiscal 2013 will be forfeited. Cash Awards will vest upon a change in control of the Company, or if the grantee s employment is terminated by reason of death, disability or a Board-approved retirement.

The time vesting stock options will vest one-third on the first anniversary of the grant, one-third on the second anniversary of the grant and one-third on the third anniversary of the grant (assuming continued service by the relevant officer). The terms and conditions of the stock options will be substantially the same as the stock option grants in fiscal 2012. As in the case of prior equity awards, the stock options will also vest upon a change in control of the Company. In accordance with the terms of the Company s Incentive Plan, the exercise price of the stock options is the closing price of the Company s Common Stock on the date of grant, June 19, 2012 (\$33.69).

The following table shows the stock options, restricted stock, and Cash Awards granted to each of the Company s named executive officers on June 19, 2012:

<b>Name</b>	<b>Number of Stock Options</b>	<b>Shares of Restricted Stock</b>	<b>Cash Award</b>
Steven R. Rowley	120,618	15,435	\$ 520,000
D. Craig Kesler	32,184	4,119	138,750
Gerald J. Essl	34,794	4,453	150,000
David B. Powers	34,794	4,453	150,000
James H. Graass	32,184	4,119	138,750

**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.

EAGLE MATERIALS INC.

By: /s/ James H. Graass

James H. Graass

Executive Vice President, General Counsel and Secretary

Date: June 25, 2012