

# MASCO CORP /DE/

## FORM 8-K (Current report filing)

Filed 01/08/14 for the Period Ending 01/06/14

Address	21001 VAN BORN RD TAYLOR, MI 48180
Telephone	3132747400
CIK	0000062996
Symbol	MAS
SIC Code	2430 - Millwork, Veneer, Plywood, And Structural Wood
Industry	Constr. - Supplies & Fixtures
Sector	Capital Goods
Fiscal Year	12/31

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**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 6, 2014**

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**Masco Corporation**  
(Exact name of Registrant as Specified in Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-5794**  
(Commission  
File Number)

**38-1794485**  
(IRS Employer  
Identification No.)

**21001 Van Born Road, Taylor, Michigan**  
(Address of Principal Executive Offices)

**48180**  
(Zip Code)

**(313) 274-7400**  
Registrant's telephone number, including area code

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

On January 8, 2014, Masco Corporation (the “Company”) announced that Mr. Timothy Wadhams is retiring from his position as the Company’s President and Chief Executive Officer effective February 14, 2014. The Board of Directors has elected Keith J. Allman, 51, as President and Chief Executive Officer of the Company and as a Class II Director, effective February 14, 2014. Mr. Allman has been employed with the Company since 1998.

There are no understandings or arrangements between Mr. Allman and any other person pursuant to which he was selected as an officer or director. There are and have been no transactions since the beginning of the Company’s last fiscal year or currently proposed, regarding Mr. Allman that are required to be disclosed by Item 404(a) of Regulation S-K. Mr. Allman’s compensation package in connection with his election is yet to be determined and will be described in an amendment to this Form 8-K.

A copy of the January 8, 2014 press release announcing the leadership transition is attached hereto as Exhibit 99 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits

99 Press release dated January 8, 2014.

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**SIGNATURE**

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 thereunto duly authorized.

MASCO CORPORATION

By: /s/ John G. Sznewajs  
Name: John G. Sznewajs  
Title: Vice President, Treasurer and  
Chief Financial Officer

January 8, 2014

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**EXHIBIT INDEX**

99 Press release dated January 8, 2014.

**Masco Corporation's Board of Directors Elects Keith J. Allman  
to Succeed Timothy Wadhams as President and Chief Executive Officer**

Taylor, Mich., (January 8, 2014) – Masco Corporation (NYSE: MAS) announced today that its Board of Directors has elected Keith J. Allman, 51, to succeed Timothy Wadhams as president and chief executive officer (CEO), and to join Masco's Board of Directors, effective February 14, 2014.

Mr. Allman, who currently serves as a Masco group president, joined Masco in 1998 as vice president of manufacturing for cabinet maker Merillat Industries. In 2007, Mr. Allman became president of Delta Faucet Company. In 2011, he was promoted to group president and has responsibility for Masco's Plumbing and North American Cabinet businesses. He holds a Mechanical Engineering degree from General Motors Institute (Kettering University) and an MBA from the University of Michigan.

Mr. Allman will replace Timothy Wadhams, 65, who is retiring after a 37-year career with Masco. Mr. Wadhams, only the third CEO in Masco's 85-year history, was elected CEO in July 2007. Mr. Wadhams will complete his current term on Masco's Board of Directors.

"I am pleased and excited that Keith will succeed me as Masco's president and CEO," said Tim Wadhams. "Keith has a demonstrated track record of results reflecting his strong leadership and operational skills. Keith has not only played an integral role in developing our strategies to strengthen our brands and improve our execution, he has also led large, complex businesses in executing against these strategies for growth and value creation. I have worked closely with Keith and our leadership team over the past several years and we have established the foundation on which Masco can build a successful future."

Verne Istock, chairman of the Board of Directors, stated, "The board is delighted to elect Keith Allman as Masco's president and CEO. With his knowledge of Masco and its people, his operational expertise, his customer relationships and his skill in leading large organizations, we are confident that this will be a seamless transition. We strongly believe that Keith, leading the outstanding management team that we have across the enterprise, will continue to drive value creation for our shareholders."

Mr. Istock continued, "On behalf of the board and Masco's employees, we thank Tim for his tireless commitment and numerous contributions to Masco's success during his 37-year career. During his tenure with the company, Tim has proven himself to be a strong and stable leader

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during periods of growth as well as during our more challenging times. Tim's leadership, including his courage and positive energy, has guided us through difficult times and has positioned Masco to take advantage of the recent improvement in housing dynamics as evidenced by our 2012 and 2013 performance. We also appreciate Tim's willingness to continue to lead Masco past age 65, as our board worked on his succession. It has been a great relationship and we wish Tim an enjoyable and rewarding retirement."

Masco Corporation will hold a conference call with Timothy Wadhams and Keith Allman on Thursday, January 9, 2014 at 8:00 a.m. ET. Participants in the call are asked to register five to ten minutes prior to the scheduled start time by dialing (855) 226-2726 (855-22MASCO) and from outside the U.S. at (706) 679-3614. Please use the conference identification number 31398973.

The conference call will be webcast simultaneously and in its entirety through the Masco Corporation website. Shareholders, media representatives and others interested in Masco may participate in the webcast by registering through the Investor Relations section on the Company's website.

A replay of the call will be available on Masco's website or by phone by dialing (855) 859-2056 and from outside the U.S. at (404) 537-3406. Please use the conference identification number 31398973. The telephone replay will be available approximately two hours after the end of the call and continue through January 23, 2014.

### **About Masco**

Headquartered in Taylor, Michigan, Masco Corporation is one of the world's leading manufacturers of home improvement and building products, as well as a leading provider of services that include the installation of insulation and other building products. Masco Corporation's press releases and other information are available under the Investor Relations section of Masco's website at [www.masco.com](http://www.masco.com).

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### **Investor/Media Contact**

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