
**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 3, 2014

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.)

3811 Turtle Creek Blvd., Suite 1100, Dallas, Texas
(Address of principal executive offices)

75219
(Zip code)

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

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))
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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

Information responsive to Item 5.02(e):

Effective June 3, 2014, as part of its annual compensation review, the Compensation Committee of the Board of Directors of Eagle Materials Inc. (“Company”) approved long-term incentive equity awards under the Eagle Materials Inc. Amended and Restated Incentive Plan (“Incentive Plan”) to a group of the Company’s officers, including its named executive officers. The awards are comprised of stock options and restricted stock, each with performance vesting provisions. Each of the Company’s named executive officers was granted stock options and restricted stock as a part of this award.

In order for the stock options or 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 2015. If the Company performance vesting criterion is satisfied, then the Compensation Committee may exercise negative discretion with regard to such awards based on the grantee’s achievement of individual goals approved by the Compensation Committee. Following any such exercise of negative discretion, (a) one-fifth of the earned restricted stock award will vest immediately and one-fifth on each of the next four fiscal year-ends (assuming continued service by the relevant officer); and (b) one-third of the stock option award will vest immediately and one-third on each of the next two fiscal year-ends (assuming continued service by the relevant officer). Any restricted stock or stock options that are not earned at the end of fiscal 2015 will be forfeited.

The terms and conditions of the stock options will be substantially the same as the stock option grants in fiscal 2014, except that the vesting criterion will be as described above. 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 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 3, 2014 (\$87.37).

The terms and conditions of the restricted stock will be substantially the same as restricted stock grants made in fiscal 2014, 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.

The following table shows the stock options and restricted stock granted to each of the Company’s named executive officers effective June 3, 2014:

<u>Name</u>	<u>Number of Stock Options</u>	<u>Shares of Restricted Stock</u>
Steven R. Rowley	70,266	8,585
D. Craig Kesler	11,711	4,293
Gerald J. Essl	6,637	7,297
David B. Powers	6,246	6,868
James H. Graass	11,711	4,293

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 6, 2014