
**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):
March 1, 2019**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Item 5.02(b): Retirement of Principal Executive Officer

On March 1, 2019, Mr. David B. Powers notified the Board of Directors of Eagle Materials Inc. (the “Company”) of his decision to retire from his position as Chief Executive Officer of the Company effective July 1, 2019. Mr. Powers will continue to serve as a Director.

Item 5.02(c): Appointment of Principal Executive Officer

On March 1, 2019, the Board of Directors appointed Mr. Michael Haack as Chief Executive Officer of the Company, effective July 1, 2019.

Mr. Haack has served as an executive officer of the Company for more than four years, including as President and Chief Operating Officer since August 2018. The information regarding Mr. Haack required by Item 5.02(c) of Form 8-K is set forth in the Company’s Definitive Proxy Statement on Schedule 14A for its 2018 annual meeting of stockholders, filed with the Securities and Exchange Commission on June 22, 2018, and is incorporated herein by reference.

No changes will be made to the compensation payable to Mr. Haack at this time. Any changes in connection with his appointment as Chief Executive Officer will be considered by the Compensation Committee of the Board of Directors in connection with its review of compensation for the fiscal year ending March 31, 2020.

Item 7.01. Regulation FD Disclosure

The Company issued a press release, dated March 4, 2019, relating to the Chief Executive Officer transition. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information set forth in this Item 7.01 and in the attached Exhibit 99.1 shall be deemed to be “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

Item 9.01 Financial Statements and Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release of Eagle Materials Inc. dated March 4, 2019

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: March 4, 2019

News for Immediate Release**Eagle Materials Announces the Retirement of CEO Dave Powers;
Michael Haack, President and Chief Operating Officer, Will Succeed Powers**

(DALLAS – March 4, 2019): Eagle Materials announced today that the company’s CEO, Dave Powers, 68, has decided to retire as an officer of the company effective July 1, 2019. Dave will remain on the Eagle Materials Board of Directors.

Michael Haack, President and COO will succeed Dave as CEO. This move represents the culmination of a multi-year succession plan and a comprehensive set of transition preparedness steps undertaken by the Board over the last four years.

Michael joined Eagle as COO in 2014 from Halliburton Energy Services, where he enjoyed a 17-year career with successively significant operating positions, including management of Global Operations for Sperry Drilling, a \$3.5 billion division with 8,000 employees globally. Michael was named President and COO at Eagle in 2018 in recognition of his increasing responsibilities and as reflective of his accomplishments in leading the operating organization. Michael has an MBA from Rice, as well as Master and Bachelor degrees in Industrial Engineering from Texas A&M and Purdue, respectively.

Dave’s decision to retire will bring to a close a remarkable career of 40 years in the building materials industry. He joined Eagle Materials Inc. (formerly Centex Construction Products) in 2002 and in 2005 was promoted to Executive Vice President for Gypsum. Dave became President and CEO of Eagle Materials early 2016.

“Michael has been instrumental in building upon the company’s enviable low cost positions and sustainable advantages, particularly as they relate to the scale of operations that Eagle represents today,” said Rick Stewart, Chairman of the Board. “We are also enormously grateful for the innumerable contributions Dave has made to the company during his tenure, and are delighted we will be able to retain the benefit of his perspectives as a Board member.”

“I’ve been privileged to lead an organization that is the undisputed benchmark company in our industry today, and one whose future prospects have never been brighter,” Powers said. “I have every confidence the Board is making the right decision in promoting Michael into this role, a role that he is well prepared to undertake in conjunction with the truly extraordinary team in place at Eagle.”

Michael Haack remarked, “I look forward to continuing the company’s well-established strategy and leading Eagle to even greater levels of performance. Our focus on serving and delighting our constituents, including our customers, employees and investors, will remain unrelenting. One of Eagle’s greatest strengths is the caliber of the team at Eagle, and I look forward to working with the team in writing our next chapter of accomplishment.”

About Eagle Materials Inc.

Eagle Materials Inc. manufactures and distributes **Portland Cement, Gypsum Wallboard and Recycled Gypsum Paperboard, and Concrete, Sand and Aggregates** from more than 75 facilities across the US. Eagle’s corporate headquarters is in Dallas, Texas.

For additional information, contact at 214/432-2000.

Robert S. Stewart

Executive Vice President, Strategy, Corporate Development and Communications

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