
**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 27, 2010**

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 2.02 Results of Operations and Financial Condition

On January 27, 2010, Eagle Materials Inc., a Delaware corporation (“Eagle”), announced its results of operations for the quarter ended December 31, 2009. A copy of Eagle’s earnings press release announcing these results is being furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|---|
| 99.1 | Earnings Press Release dated January 27, 2010 issued by Eagle Materials Inc. (announcing quarterly operating results) |

EXHIBIT INDEX

Exhibit Number

Description

99.1

Earnings Press Release dated January 27, 2010 issued by Eagle Materials Inc. (announcing quarterly operating results)

Contact at 214/432-2000

Steven R. Rowley

President & CEO

D. Craig Kesler

Executive Vice President & CFO

Robert S. Stewart

Executive Vice President



News For Immediate Release

**EAGLE MATERIALS INC. REPORTS
THIRD QUARTER RESULTS**

DALLAS, TX (January 27, 2010) - Eagle Materials Inc. (NYSE: EXP) today reported financial results for the third quarter of fiscal 2010 ended December 31, 2009. Notable items for the quarter include:

- Net earnings of \$4.7 million, or \$0.11 per diluted share
- Revenues of \$104.6 million
- Cash flow from operations of approximately \$23 million
- Net debt-to-total capitalization ratio of 38% compared to 45% a year ago

Revenues this quarter were down 24% compared with the same quarter a year ago. Net earnings were down 58% compared to the same quarter last year. Lower operating costs across all of Eagle's businesses, as well as lower financing costs and corporate overhead, were offset by continued declines in quarterly sales volumes and prices.

Gypsum Wallboard and Paperboard

Gypsum Wallboard and Paperboard's third quarter operating earnings of \$0.9 million were down 86% over the same quarter last year. Lower net sales prices and sales volumes were the primary drivers of the quarterly earnings decline.

Gypsum Wallboard and Paperboard revenues for the third quarter totaled \$58.3 million, a 24% decrease from the same quarter a year ago. The revenue decline reflects lower Gypsum Wallboard and Paperboard sales volumes and prices. The average Gypsum Wallboard net sales price this quarter was \$89.00 per MSF, 14% less than the same quarter a year ago. Gypsum Wallboard sales volume for the quarter of 388 million square feet (MMSF) represents a 14% decline from the same quarter last year. The average Paperboard net sales price this quarter was \$415.62 per ton, 16% less than the same quarter a year ago. Paperboard sales volume for the quarter was 50,000 tons, 4% less than the same quarter a year ago.

Cement, Concrete and Aggregates

Operating earnings from Cement for the third quarter were \$13.4 million, a 39% decline from the same quarter a year ago. Cement revenues for the quarter, including joint venture and intersegment revenues, totaled \$53.4 million, 25% less than the same quarter last year. Cement sales volumes for the quarter were 584,000 tons, 17% below the same quarter a year ago.

Eagle's purchased cement sales volumes for the quarter declined to approximately 2,000 tons, or less than 1% of total cement sales volume, compared to approximately 110,000 tons, or 16% of total sales volume for the same quarter a year ago. The average net sales price this quarter was \$84.01 per ton, 12% less than the same quarter last year.

Concrete and Aggregates reported a \$0.1 million operating loss for the third quarter, down from the \$0.4 million operating profit for the same quarter a year ago, primarily due to lower sales volumes and net sales prices.

Revenues from Concrete and Aggregates were \$9.3 million for the quarter, 39% less than the same quarter a year ago. Concrete sales volume decreased 34% from the same quarter a year ago to 95,000 cubic yards. Concrete average net sales price for the quarter of \$66.53 per cubic yard was 9% less than the same quarter a year ago. Aggregates sales volume of 468,000 tons for this quarter was 36% less than the sales volume for the same quarter a year ago. Aggregates average net sales price for the quarter was \$6.25, down 2% compared to last year's third quarter.

Details of Financial Results

Texas Lehigh Cement Company LP, one of our cement plant operations, is conducted through a 50/50 joint venture (the "Joint Venture"). We utilize the equity method of accounting for our 50% interest in the Joint Venture. For segment reporting purposes we proportionately consolidate our 50% share of the Joint Venture's revenues and operating earnings, which is consistent with the way management organizes the segments in the Company for making operating decisions and assessing performance.

In addition, for segment reporting purposes, we report intersegment revenues as a part of a segment's total revenues. Intersegment sales are eliminated on the income statement. Refer to Attachment 4 for a reconciliation of the amounts referred to above.

About Eagle Materials Inc.

Eagle Materials Inc. manufactures and distributes Cement, Gypsum Wallboard, Recycled Paperboard, Concrete and Aggregates from 25 facilities across the US. The Company is headquartered in Dallas, Texas.

EXP's senior management will conduct a conference call to discuss the financial results, forward looking information and other matters at 2:00 p.m. Eastern Time (1:00 p.m. Central Time) on Wednesday, January 27, 2010. The conference call will be webcast simultaneously on the EXP Web site <http://www.eaglematerials.com>. A replay of the webcast and the presentation will be archived on that site for one year. For more information, contact EXP at 214-432-2000.

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Forward-Looking Statements. This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the context of the statement and generally arise when the Company is discussing its beliefs, estimates or expectations. These statements are not historical facts or guarantees of future performance but instead represent only the Company's belief at the time the statements were made regarding future events which are subject to certain risks, uncertainties and other factors many of which are outside the Company's control. Actual results and outcomes may differ materially from what is expressed or forecast in such forward-looking statements. The principal risks and uncertainties that may affect the Company's actual performance include the following: the cyclical and seasonal nature of the Company's business; public infrastructure expenditures; adverse weather conditions; availability of raw materials; changes in energy costs including, without limitation, natural gas and oil; changes in the cost and availability of transportation; unexpected operational difficulties; inability to timely execute announced capacity expansions; governmental regulation and changes in governmental and public policy (including, without limitation, climate change regulation); changes in economic conditions specific to any one or more of the Company's markets; competition; announced increases in capacity in the gypsum wallboard and cement industries; changes in the demand for residential housing construction or commercial construction; general economic conditions; and interest rates. For example, increases in interest rates, decreases in demand for construction materials or increases in the cost of energy (including, without limitation, natural gas and oil) could affect the revenues and operating earnings of our operations. In addition, changes in national or regional economic conditions and levels of infrastructure and construction spending could also adversely affect the Company's result of operations. These and other factors are described in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2009 and in its Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2009. These reports are filed with the Securities and Exchange Commission. All forward-looking statements made herein are made as of the date hereof, and the risk that actual results will differ materially from expectations expressed herein will increase with the passage of time. The Company undertakes no duty to update any forward-looking statement to reflect future events or changes in the Company's expectations.

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

Steven R. Rowley

President and Chief Executive Officer

D. Craig Kesler

Executive Vice President and Chief Financial Officer

Robert S. Stewart

Executive Vice President, Strategy, Corporate Development and Communications

- (1) Summary of Consolidated Earnings
- (2) Revenues and Earnings by Lines of Business (Quarter)
- (3) Revenues and Earnings by Lines of Business (Nine Months)
- (4) Sales Volume, Net Sales Prices and Intersegment and Cement Revenues
- (5) Consolidated Balance Sheets

Eagle Materials Inc.
Summary of Consolidated Earnings
(dollars in thousands, except per share data)
(unaudited)

| | Quarter Ended December 31, | | |
|------------------------------|-----------------------------------|-------------|---------------|
| | 2009 | 2008 | Change |
| Revenues | \$ 104,639 | \$ 137,829 | -24% |
| Earnings Before Income Taxes | \$ 5,467 | \$ 16,550 | -67% |
| Net Earnings | \$ 4,684 | \$ 11,259 | -58% |
| Earnings Per Share: | | | |
| - Basic | \$ 0.11 | \$ 0.26 | -58% |
| - Diluted | \$ 0.11 | \$ 0.26 | -58% |
| Average Shares Outstanding: | | | |
| - Basic | 43,752,952 | 43,517,844 | 1% |
| - Diluted | 44,092,803 | 43,826,789 | 1% |

| | Nine Months Ended December 31, | | |
|------------------------------|---------------------------------------|-------------|---------------|
| | 2009 | 2008 | Change |
| Revenues | \$ 370,716 | \$ 493,566 | -25% |
| Earnings Before Income Taxes | \$ 40,150 | \$ 49,726 | -19% |
| Net Earnings | \$ 28,798 | \$ 34,734 | -17% |
| Earnings Per Share: | | | |
| - Basic | \$ 0.66 | \$ 0.80 | -18% |
| - Diluted | \$ 0.65 | \$ 0.79 | -18% |
| Average Shares Outstanding: | | | |
| - Basic | 43,655,146 | 43,473,363 | 0% |
| - Diluted | 44,033,928 | 43,869,479 | 0% |

Eagle Materials Inc.
Revenues and Earnings by Lines of Business
(dollars in thousands)
(unaudited)

| | Quarter Ended December 31, | | |
|----------------------------------|----------------------------|------------------|--------|
| | 2009 | 2008 | Change |
| Revenues* | | | |
| Gypsum Wallboard and Paperboard: | | | |
| Gypsum Wallboard | \$ 45,374 | \$ 61,393 | -26% |
| Gypsum Paperboard | 12,900 | 15,555 | -17% |
| | <u>58,274</u> | <u>76,948</u> | -24% |
| | 56% | 56% | |
| Cement (Wholly Owned) | 37,171 | 45,874 | -19% |
| | 35% | 33% | |
| Concrete and Aggregates | 9,084 | 14,901 | -39% |
| | 9% | 11% | |
| Other, net | 110 | 106 | +4% |
| | 0% | 0% | |
| Total | <u>\$104,639</u> | <u>\$137,829</u> | -24% |
| | <u>100%</u> | <u>100%</u> | |
| Operating Earnings | | | |
| Gypsum Wallboard and Paperboard: | | | |
| Gypsum Wallboard | \$ (2,287) | \$ 2,800 | -182% |
| Gypsum Paperboard | 3,216 | 4,038 | -20% |
| | <u>929</u> | <u>6,838</u> | -86% |
| | 7% | 23% | |
| Cement: | | | |
| Wholly Owned | 7,481 | 13,330 | -44% |
| Joint Venture | 5,910 | 8,681 | -32% |
| | <u>13,391</u> | <u>22,011</u> | -39% |
| | 93% | 75% | |
| Concrete and Aggregates | (98) | 406 | -124% |
| | -1% | 2% | |
| Other, net | 110 | 106 | +4% |
| | 1% | 0% | |
| Total Operating Earnings | <u>14,332</u> | <u>29,361</u> | -51% |
| | <u>100%</u> | <u>100%</u> | |
| Corporate General Expenses | (3,170) | (5,140) | |
| Interest Expense, net | (5,695) | (7,671) | |
| Earnings Before Income Taxes | <u>\$ 5,467</u> | <u>\$ 16,550</u> | -67% |

* Net of Intersegment and Joint Venture Revenues listed on Attachment 4.

Eagle Materials Inc.
Revenues and Earnings by Lines of Business
(dollars in thousands)
(unaudited)

| | <u>Nine Months Ended December 31,</u> | | |
|----------------------------------|---------------------------------------|-------------------|---------------|
| | <u>2009</u> | <u>2008</u> | <u>Change</u> |
| Revenues* | | | |
| Gypsum Wallboard and Paperboard: | | | |
| Gypsum Wallboard | \$ 159,016 | \$ 217,374 | -27% |
| Gypsum Paperboard | 38,298 | 55,710 | -31% |
| | <u>197,314</u> | <u>273,084</u> | -28% |
| | 53% | 55% | |
| Cement (Wholly Owned) | 135,886 | 161,955 | -16% |
| | 37% | 33% | |
| Concrete and Aggregates | 37,319 | 54,682 | -32% |
| | 10% | 11% | |
| Other, net | 197 | 3,845 | -95% |
| | 0% | 1% | |
| Total | <u>\$ 370,716</u> | <u>\$ 493,566</u> | -25% |
| | <u>100%</u> | <u>100%</u> | |
| Operating Earnings | | | |
| Gypsum Wallboard and Paperboard: | | | |
| Gypsum Wallboard | \$ 2,453 | \$ (3,928) | n/a |
| Gypsum Paperboard | 12,618 | 12,095 | +4% |
| | <u>15,071</u> | <u>8,167</u> | +85% |
| | 22% | 9% | |
| Cement: | | | |
| Wholly Owned | 34,241 | 46,313 | -26% |
| Joint Venture | 18,276 | 25,421 | -28% |
| | <u>52,517</u> | <u>71,734</u> | -27% |
| | 76% | 82% | |
| Concrete and Aggregates | 1,692 | 3,881 | -56% |
| | 2% | 5% | |
| Other, net ** | 113 | 3,845 | -97% |
| | 0% | 4% | |
| Total Operating Earnings | 69,393 | 87,627 | -21% |
| | 100% | 100% | |
| Corporate General Expenses | (12,314) | (14,110) | |
| Interest Expense, net | <u>(16,929)</u> | <u>(23,791)</u> | |
| Earnings Before Income Taxes | <u>\$ 40,150</u> | <u>\$ 49,726</u> | -19% |

* Net of Intersegment and Joint Venture Revenues listed on Attachment 4.

** Nine months ended December 31, 2008 results include a \$2.6 million gain on sale of railcars.

Eagle Materials Inc.
Sales Volume, Net Sales Prices and Intersegment and Joint Venture Revenues
(unaudited)

| | Sales Volume | | | | | |
|---------------------------|-------------------------------|------|--------|-----------------------------------|-------|--------|
| | Quarter Ended December 31, | | | Nine Months Ended December 31, | | |
| | 2009 | 2008 | Change | 2009 | 2008 | Change |
| Gypsum Wallboard (MMSF's) | 388 | 453 | -14% | 1,302 | 1,655 | -21% |
| Cement (M Tons): | | | | | | |
| Wholly Owned | 418 | 461 | -9% | 1,497 | 1,601 | -6% |
| Joint Venture | 166 | 240 | -31% | 529 | 765 | -31% |
| | 584 | 701 | -17% | 2,026 | 2,366 | -14% |
| Paperboard (M Tons): | | | | | | |
| Internal | 15 | 18 | -17% | 53 | 68 | -22% |
| External | 35 | 34 | +3% | 105 | 118 | -11% |
| | 50 | 52 | -4% | 158 | 186 | -15% |
| Concrete (M Cubic Yards) | 95 | 144 | -34% | 380 | 501 | -24% |
| Aggregates (M Tons) | 468 | 735 | -36% | 1,928 | 2,835 | -32% |

| | Average Net Sales Price* | | | | | |
|------------------------|---------------------------------|-----------|--------|-----------------------------------|----------|--------|
| | Quarter Ended December 31, | | | Nine Months Ended December 31, | | |
| | 2009 | 2008 | Change | 2009 | 2008 | Change |
| Gypsum Wallboard (MSF) | \$ 89.00 | \$ 103.71 | -14% | \$ 94.10 | \$ 96.28 | -2% |
| Cement (Ton) | \$ 84.01 | \$ 95.00 | -12% | \$ 86.34 | \$ 96.63 | -11% |
| Paperboard (Ton) | \$415.62 | \$494.11 | -16% | \$410.16 | \$499.97 | -18% |
| Concrete (Cubic Yard) | \$ 66.53 | \$ 72.74 | -9% | \$ 67.75 | \$ 73.47 | -8% |
| Aggregates (Ton) | \$ 6.25 | \$ 6.39 | -2% | \$ 6.36 | \$ 6.56 | -3% |

* Net of freight and delivery costs billed to customers.

| | Intersegment and Cement Revenues | | | |
|-------------------------|---|------------------|-----------------------------------|-------------------|
| | Quarter Ended December 31, | | Nine Months Ended December 31, | |
| | 2009 | 2008 | 2009 | 2008 |
| Intersegment Revenues: | | | | |
| Cement | \$ 915 | \$ 1,582 | \$ 3,748 | \$ 5,433 |
| Paperboard | 8,124 | 10,309 | 26,753 | 38,754 |
| Concrete and Aggregates | 167 | 238 | 672 | 734 |
| | <u>\$ 9,206</u> | <u>\$ 12,129</u> | <u>\$ 31,173</u> | <u>\$ 44,921</u> |
| Cement Revenues: | | | | |
| Wholly Owned | \$37,171 | \$45,874 | \$ 135,886 | \$ 161,955 |
| Joint Venture | 15,327 | 23,955 | 48,736 | 76,073 |
| | <u>\$52,498</u> | <u>\$69,829</u> | <u>\$ 184,622</u> | <u>\$ 238,028</u> |

Eagle Materials Inc.
Consolidated Balance Sheets
(dollars in thousands)
(unaudited)

| | <u>December 31,</u> | | <u>March 31,</u> |
|---|---------------------|--------------------|--------------------|
| | <u>2009</u> | <u>2008</u> | <u>2009*</u> |
| ASSETS | | | |
| Current Assets – | | | |
| Cash and Cash Equivalents | \$ 22,442 | \$ 47,824 | \$ 17,798 |
| Accounts and Notes Receivable, net | 38,262 | 50,614 | 44,261 |
| Inventories | 99,515 | 102,246 | 107,063 |
| Prepaid and Other Assets | 4,553 | 2,584 | 6,161 |
| Total Current Assets | <u>164,772</u> | <u>203,268</u> | <u>175,283</u> |
| Property, Plant and Equipment – | 1,100,534 | 1,086,826 | 1,089,610 |
| Less: Accumulated Depreciation | (455,960) | (407,514) | (419,669) |
| Property, Plant and Equipment, net | 644,574 | 679,312 | 669,941 |
| Notes Receivable | 7,024 | 6,828 | 6,301 |
| Investments in Joint Venture | 33,797 | 38,016 | 39,521 |
| Goodwill and Intangibles | 152,335 | 152,971 | 152,812 |
| Other Assets | 24,065 | 24,531 | 22,810 |
| | <u>\$1,026,567</u> | <u>\$1,104,926</u> | <u>\$1,066,668</u> |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | | |
| Current Liabilities – | | | |
| Accounts Payable | \$ 16,460 | \$ 25,140 | \$ 19,645 |
| Federal Income Taxes Payable | 3,817 | 2,470 | — |
| Accrued Liabilities | 38,086 | 44,804 | 44,604 |
| Total Current Liabilities | <u>58,363</u> | <u>72,414</u> | <u>64,249</u> |
| Senior Notes | 300,000 | 400,000 | 300,000 |
| Bank Credit Facility | — | — | 55,000 |
| Long-Term Liabilities | 100,090 | 90,626 | 97,104 |
| Deferred Income Taxes | 118,890 | 116,648 | 122,488 |
| Stockholders' Equity – | | | |
| Preferred Stock, Par Value \$0.01; Authorized 5,000,000 Shares; None Issued | — | — | — |
| Common Stock, Par Value \$0.01; Authorized 100,000,000 Shares; Issued and Outstanding 43,809,874, 43,544,038 and 43,589,775 Shares, respectively. | 438 | 435 | 436 |
| Capital in Excess of Par Value | 16,878 | 6,576 | 11,166 |
| Accumulated Other Comprehensive Losses | (6,040) | (1,368) | (6,040) |
| Retained Earnings | 437,948 | 419,595 | 422,265 |
| Total Stockholders' Equity | <u>449,224</u> | <u>425,238</u> | <u>427,827</u> |
| | <u>\$1,026,567</u> | <u>\$1,104,926</u> | <u>\$1,066,668</u> |

* From audited financial statements.