

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Newby Matt</u> (Last) (First) (Middle) <u>5960 BERKSHIRE LN</u> <u>SUITE 900</u> (Street) <u>DALLAS TX 75225</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/03/2022</u>	3. Issuer Name and Ticker or Trading Symbol <u>EAGLE MATERIALS INC [EXP]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP & General Counsel</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>17,934⁽¹⁾</u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Non-Qualified Stock Option (Right to Buy)</u>	<u>(2)</u>	<u>05/20/2026</u>	<u>Common Stock</u>	<u>4,246</u>	<u>75.69</u>	<u>D</u>	
<u>Non-Qualified Stock Option (Right to Buy)</u>	<u>(3)</u>	<u>05/18/2027</u>	<u>Common Stock</u>	<u>3,008</u>	<u>100.88</u>	<u>D</u>	
<u>Non-Qualified Stock Option (Right to Buy)</u>	<u>(4)</u>	<u>05/18/2027</u>	<u>Common Stock</u>	<u>2,605</u>	<u>100.88</u>	<u>D</u>	
<u>Non-Qualified Stock Option (Right to Buy)</u>	<u>(5)</u>	<u>05/17/2028</u>	<u>Common Stock</u>	<u>3,165</u>	<u>106.24</u>	<u>D</u>	
<u>Non-Qualified Stock Option (Right to Buy)</u>	<u>(6)</u>	<u>05/17/2028</u>	<u>Common Stock</u>	<u>2,940</u>	<u>106.24</u>	<u>D</u>	
<u>Non-Qualified Stock Option (Right to Buy)</u>	<u>(7)</u>	<u>05/16/2029</u>	<u>Common Stock</u>	<u>3,859</u>	<u>91.58</u>	<u>D</u>	
<u>Non-Qualified Stock Option (Right to Buy)</u>	<u>(8)</u>	<u>05/16/2029</u>	<u>Common Stock</u>	<u>3,654</u>	<u>91.58</u>	<u>D</u>	
<u>Non-Qualified Stock Option (Right to Buy)</u>	<u>(9)</u>	<u>05/19/2030</u>	<u>Common Stock</u>	<u>2,718</u>	<u>60.21</u>	<u>D</u>	
<u>Non-Qualified Stock Option (Right to Buy)</u>	<u>(10)</u>	<u>05/19/2030</u>	<u>Common Stock</u>	<u>2,265</u>	<u>60.21</u>	<u>D</u>	

Explanation of Responses:

1. This number includes the following restricted shares: (a) 561 shares remaining from a grant awarded to the reporting person on 5/16/2019, the restrictions on which will lapse on 3/31/2023; (b) 2,740 shares remaining from a grant awarded to the reporting person on 5/19/2020, the restrictions on which will lapse ratably on March 31 of 2023 and 2024; (c) 2,370 shares remaining from a grant awarded to the reporting person on 5/19/2021, the restrictions on which will lapse ratably on March 31 of 2023, 2024 and 2025; and (d) 2,773 shares awarded to the reporting person on 5/19/2022, the restrictions on which will lapse ratably on March 31 of 2023, 2024, 2025 and 2026.

2. On May 20, 2016, the reporting person was granted an option to purchase up to 4,308 shares of Common Stock subject to the achievement by the Company of certain

- performance vesting criteria measured at the end of fiscal 2017. On May 10, 2017, the performance conditions were determined to have been satisfied such that stock options vested as to 4,246 shares and currently all of these options are exercisable.
3. On May 18, 2017, the reporting person was granted an option to purchase up to 3,126 shares of Common Stock subject to the achievement by the Company of certain performance vesting criteria measured at the end of fiscal 2018. On May 7, 2018, the performance conditions were determined to have been satisfied such that stock options vested as to 3,008 shares and currently all of these options are exercisable.
4. On May 18, 2017 the reporting person was granted an option to purchase up to 2,605 shares of Common Stock, and currently all of these options are exercisable.
5. On May 17, 2018, the reporting person was granted an option to purchase up to 3,528 shares of Common Stock subject to the achievement by the Company of certain performance vesting criteria measured at the end of fiscal 2019. On May 13, 2019, the performance conditions were determined to have been satisfied such that stock options vested as to 3,165 shares, all of which are currently exercisable.
6. On May 17, 2018 the reporting person was granted an option to purchase up to 2,940 shares of Common Stock, and currently all of these options are exercisable.
7. On May 16, 2019, the reporting person was granted an option to purchase up to 4,385 shares of Common Stock subject to the achievement by the Company of certain performance vesting criteria measured at the end of fiscal 2020. On May 4, 2020, the performance conditions were determined to have been satisfied such that stock options vested as to 3,859 shares. Currently 2,895 options are exercisable and the remaining options vest on March 31, 2023.
8. On May 16, 2019 the reporting person was granted an option to purchase up to 3,654 shares of Common Stock, Currently 2,741 options are exercisable and the remaining options will vest on March 31, 2023.
9. On May 19, 2020, the reporting person was granted an option to purchase up to 2,718 shares of Common Stock subject to the achievement by the Company of certain performance vesting criteria measured at the end of fiscal 2021. On May 6, 2021, the performance conditions were determined to have been satisfied such that stock options vested as to 2,718 shares. Currently 1,360 options are exercisable and the remaining options vest on March 31 of 2023 and 2024.
10. On May 19, 2020 the reporting person was granted an option to purchase up to 2,265 shares of Common Stock, Currently 1,133 options are exercisable and the remaining options will vest ratably on March 31 of 2023 and 2024.

Remarks:

/s/ Matt Newby

06/06/2022

** Signature of Reporting
Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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