

**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): December 5, 2023

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.)

5960 Berkshire Ln., Suite 900
Dallas, Texas
(Address of Principal Executive Offices)

75225
(Zip Code)

Registrant's Telephone Number, Including Area Code: (214) 432-2000

Not Applicable
(Former Name or Former Address, if Changed Since 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	EXP	New York Stock Exchange

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 7.01 Regulation FD Disclosure

On December 5, 2023, Eagle Materials Inc., a Delaware corporation (“Eagle”), announced an agreement with Terra CO2 regarding the potential production of low-carbon supplementary cementitious material. A copy of Eagle’s press release announcing this agreement is being furnished as Exhibit 99.1 hereto and is incorporated herein by reference. Pursuant to the rules of the Securities and Exchange Commission, the information contained in this report (including the exhibits) shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and will not be incorporated by reference into any filing by Eagle under such Act or the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release (announcing an agreement with Terra CO2)
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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/ Matt Newby

Matt Newby
Executive Vice President, General Counsel and
Secretary

Date: December 5, 2023



Contact at 214/432-2000

Michael R. Haack

President and Chief Executive Officer

D. Craig Kesler

Executive Vice President & CFO

Alex Haddock

Vice President, Investor Relations

News For Immediate Release

EAGLE MATERIALS ANNOUNCES AGREEMENT WITH TERRA CO2 GRANTING EAGLE EXCLUSIVE RIGHTS TO PRODUCE LOW-CARBON CEMENTITIOUS MATERIAL USING TERRA TECHNOLOGY

(DALLAS – December 5, 2023): Eagle Materials Inc. (NYSE: EXP) announced today that they have entered into exclusive agreements with Terra CO2, a producer of a scalable low-carbon supplementary cementitious material (SCM) for the potential deployment of multiple eco-friendly, low-carbon cementitious commercial-scale plants that would service three different geographic areas, including the Greater Denver market.

The agreements grant Eagle Materials the exclusive right to build and operate plants that produce supplementary cementitious material (SCM) in each geographic area. When developed and fully scaled, each plant would have the potential to produce approximately 240,000 tons per year of SCM.

These agreements represent an important step towards helping states and the construction industry further their environmental goals and initiatives. For example, a plant built in the Greater Denver market area would support the Buy Clean Colorado Act (HB21-1303), signed into law and effective January 1, 2024, which aims to reduce embodied carbon emissions in construction materials for Colorado state public projects exceeding \$500,000. This law underscores Colorado's commitment to leading in the mandate of low-carbon construction materials, and Terra's technology is poised to play a crucial role in achieving the state's environmental objectives.

"In entering into these agreements with Terra, we're taking bold steps today to seek solutions that reduce the carbon intensity of cementitious materials using new technologies. Furthermore, as the supply of other SCMs, such as fly ash, continues to decrease in availability, increased SCM development will be crucial to fulfill the needs of our customers and in meeting the expected increases in demand for cement more broadly," said Michael Haack, CEO of Eagle Materials.

As the Portland Cement industry seeks to address climate change and environmental sustainability, the emission rates of traditional cement production present a critical challenge that necessitates innovative solutions.

"New climate tech needs to be deployed quickly to meet 2030 and 2050 climate goals. Terra is working hard to accelerate the deployment of its commercial plants through strategic partnerships, deploying more capital and shortening timelines," said Bill Yearsley, Terra's CEO. "We are thrilled to work with a partner like Eagle Materials to build commercial plants for sustainable construction, and act on this urgency through our shared commitment to action. In the absence of a 'climate tech express lane' from the government, working with industry leaders is key to innovating and expediting low-carbon solutions for the industry."

About Eagle Materials Inc.

Eagle Materials Inc. (NYSE: EXP) is a leading U.S. manufacturer of heavy construction products and light building materials. Eagle's primary products, Portland Cement and Gypsum Wallboard, are essential for building, expanding and repairing roads and highways and for building and renovating residential, commercial and industrial structures across America. Eagle manufactures and sells its products through a network of more than 70 facilities spanning 21 states and is headquartered in Dallas, Texas. Visit eaglematerials.com for more information.

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

Michael R. Haack

President and Chief Executive Officer

D. Craig Kesler

Executive Vice President, Finance and Administration and CFO

Alex Haddock

Vice President, Investor Relations, Strategy and Corporate Development

About Terra CO2

Terra CO2 is the developer of a scalable low carbon supplementary cementitious material.

Terra's unique technology allows it to create cementitious materials from a wide variety of feedstocks or waste products, dramatically reducing the greenhouse gas emissions caused by cement production. Terra's proprietary Opus suite of cementitious materials is a proven supplement and alternative to Portland cement. Validated by third parties, Terra's materials perform equal to or better than traditional SCM products.

Terra CO2 is headquartered in Golden, Colorado. For more information, please visit: <https://terraco2.com/>

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