UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): November 30, 2012

Eagle Materials Inc.
(Exact name of registrant as specified in its charter)

Delaware	**1-12984**	**75-2520779**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

3811 Turtle Creek Blvd., Suite 1100, Dallas, Texas	**75219**
(Address of principal executive offices)	**(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))

EXPLANATORY NOTE

Eagle Materials Inc. (the “Company”, which may be referred to as “we”, “our” or “us”) is filing this Form 8-K/A (Amendment No. 1) in order to amend Item 9.01. Financial Statements and Exhibits of its Current Report on Form 8-K, which was filed with the Securities and Exchange Commission (the “Commission”) on November 30, 2012 (the “Original 8-K”) in connection with the Acquisition of certain assets of Lafarge North America and the other Sellers used in connection with the Lafarge Target Business, to include certain historical financial statements of the Lafarge Target Business and the pro forma financial information required pursuant to Rule 3-05 and Article 11 of Regulation S-X under the Securities Exchange Act of 1934, as amended. Capitalized terms used in this report without definition have the respective meanings given to them in the Original 8-K.

Item 9.01. Financial Statements and Exhibits

(a) Financial Statements of Business Acquired

In connection with the Acquisition, the Company previously filed audited carve-out financial statements and the notes related thereto of the Lafarge Target Business as of December 31, 2011 and 2010 and for the years then ended, which are included as Exhibit 99.1 to the Current Report on Form 8-K filed with the Commission on September 26, 2012 and are incorporated herein by reference. In addition, the unaudited carve-out condensed combined financial statements and the notes related thereto of the Lafarge Target Business as of September 30, 2012 and 2011 and for the nine-month periods ended September 30, 2012 and 2011 are filed herewith as Exhibit 99.2.

(b) Pro Forma Financial Information

The unaudited pro forma condensed combined financial information and the notes related thereto of the Company as of September 30, 2012, for the six-month period ended September 30, 2012 and for the fiscal year ended March 31, 2012 are filed herewith as Exhibit 99.3.

(d) Exhibits

Number	Description
99.1	Audited carve-out financial statements and the notes related thereto of the Lafarge Target Business as of and for the years ended December 31, 2011 and 2010 (incorporated by reference to Exhibit 99.1 to the Company’s Current Report on Form 8-K filed on September 26, 2012).
99.2	Unaudited carve-out condensed combined financial statements and the notes related thereto of the Lafarge Target Business as of and for the nine months ended September 30, 2012 and 2011.
99.3	Unaudited condensed combined pro forma financial information and the notes related thereto of Eagle Materials Inc. as of September 30, 2012, for the six months ended September 30, 2012 and for the fiscal year ended March 31, 2012.

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/ D. Craig Kesler

D. Craig Kesler
Executive Vice President – Finance and Administration
and Chief Financial Officer

Date: January 23, 2013

Exhibit 99.2

LAFARGE TARGET BUSINESS

(Carve-Out of Certain Operations of Lafarge North America Inc.)

Unaudited Condensed Combined Financial Statements

For the Nine Months Ended September 30, 2012 and 2011

Lafarge Target Business
(Carve-Out of Certain Operations of Lafarge North America Inc.)

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Lafarge Target Business
(Carve-Out of Certain Operations of Lafarge North America Inc.)
Condensed Combined Statements of Operations
(In thousands)

	Nine Months Ended September 30	
	2012 Unaudited	2011 Unaudited
Net Sales	$ 138,401	$ 121,358
Costs, expenses and other income:		
Cost of goods sold	118,451	115,083
Selling and administrative	22,140	19,975
Other expenses, net	59	232
Interest expense	1,985	1,995
Total costs, expenses and other income	142,635	137,285
Loss from operations before income taxes	(4,234)	(15,927)
Income tax benefit	(2,153)	(6,774)
Total Receivables, net	$ (2,081)	$ (9,153)

See accompanying notes to condensed combined financial statements.

Lafarge Target Business
(Carve-Out of Certain Operations of Lafarge North America Inc.)
Condensed Combined Balance Sheets
(In thousands)

	September 30, 2012 Unaudited	December 31, 2011 Unaudited
Assets		
Cash	$ —	$ —
Receivables, net	34,527	20,472
Inventories	18,421	13,696
Prepaid assets	3,342	3,365
Other current assets	274	68
Total current assets	56,564	37,601
Property, plant and equipment, net	268,154	277,311
Goodwill	101,200	101,200
Other long-term assets	2,553	111
Total Assets	$428,471	$416,223
Liabilities and Net Parent Investment		
Accounts payable	$ 9,604	$ 5,953
Accrued and other liabilities	7,613	7,854
Total current liabilities	17,217	13,807
Long-term debt	46,462	46,454
Other long-term liabilities	954	904
Deferred income taxes	31,533	31,533
Total liabilities	96,166	92,698
Net Parent Investment		
Accumulated net contributions from Parent	332,305	323,525
Total Net Parent Investment	332,305	323,525
Total Liabilities and Net Parent Investment	$428,471	$416,223

See accompanying notes to condensed combined financial statements.

Lafarge Target Business
(Carve-Out of Certain Operations of Lafarge North America Inc.)
Condensed Combined Statements of Cash Flows
(In thousands)

	Nine Months Ended September 30	
	2012 Unaudited	2011 Unaudited
Cash flows from operating activities		
Net loss	$ (2,081)	$ (9,153)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	16,114	16,260
Other non-cash items	(216)	(70)
Amortization of original issue discount	8	17
Change in assets and liabilities:		
Receivables	(14,055)	(12,552)
Inventories	(4,725)	(3,926)
Prepaid assets	23	(1,262)
Other current assets	(206)	—
Other long-term assets	(2,442)	2
Accounts payable	3,651	1,435
Accrued and other liabilities	(241)	1,510
Other long-term liabilities	50	14
Net cash used in operating activities	(4,120)	(7,725)
Cash flows from investing activities:		
Purchases of property, plant and equipment	(6,741)	(2,915)
Net cash used in investing activities	(6,741)	(2,915)
Cash flows from financing activities:		
Net contributions from Parent	10,861	10,640
Net cash provided by financing activities	10,861	10,640
Net increase (decrease) in cash	—	—
Cash, beginning of period	—	—
Cash, end of period	$ —	$ —
Supplemental Cash Flow Information:		
Cash paid for Interest	$ 1,992	$ 1,992

See accompanying notes to condensed combined financial statements.

1. Background and Nature of Operations

The accompanying condensed combined financial statements include the historical accounts of the Lafarge Target Business (the "Business") of Lafarge North America Inc. ("Lafarge NA" or the "Parent"), which includes two cement manufacturing facilities, one located in Sugar Creek, Missouri and one located in Tulsa, Oklahoma. In addition to the two cement plants, Lafarge Target Business includes six terminals served by the cement plants, which are located in Kansas City, Missouri, Springfield, Missouri, Omaha, Nebraska, Wichita, Kansas, Iola, Kansas and Oklahoma City, Oklahoma; two aggregates quarries; eight concrete batch plants and the fly-ash business located in the Kansas City, Missouri area. Lafarge NA is a large diversified supplier of aggregate, concrete and concrete products, cement and cement-related products, gypsum drywall and other construction materials used for residential, commercial, institutional and public works construction. Lafarge NA is a wholly-owned subsidiary of Lafarge S.A. (the "Group"), which is domiciled in France.

On September 26, 2012 Lafarge NA entered into a agreement to sell Lafarge Target Business, to Eagle Materials Inc. for approximately $446 million in cash. The purchase price is subject to customary post-closing adjustments. The transaction is expected to close in the fourth quarter of 2012.

2. Significant Accounting Policies

Basis of Presentation

The accompanying condensed combined financial statements are unaudited and have been prepared in accordance with accounting principles generally accepted in the United States (U.S. GAAP) from the consolidated financial statements and accounting records of Lafarge NA using the historical results of operations and historical cost basis of the assets and liabilities of Lafarge NA that comprise Lafarge Target Business. These financial statements have been prepared solely to demonstrate its historical results of operations, financial position, and cash flows for the indicated periods under Lafarge NA's management. All intercompany balances and transactions within Lafarge Target Business have been eliminated. Transactions and balances between Lafarge Target Business and Lafarge NA and its subsidiaries are reflected as related party transactions within these financial statements.

The accompanying combined financial statements include the assets, liabilities, revenues and expenses that are specifically identifiable to Lafarge Target Business. In addition, certain costs related to Lafarge Target Business have been allocated from the Parent. Those are derived from multiple levels of the organization including geographic business unit expenses, product line expenses, shared corporate expenses, and fees from the Group holding company. Lafarge Target Business receives service and support functions from Lafarge NA and its subsidiaries. Lafarge Target Business' operations are dependent upon Lafarge NA and its subsidiaries' ability to perform these services and support functions. The costs associated with these services and support functions (indirect costs) have been allocated to Lafarge Target Business using the most meaningful respective allocation methodologies which were primarily based on proportionate revenue, proportionate headcount, proportionate direct labor costs, or proportionate tonnage sold by Lafarge Target Business compared to Lafarge NA and/or its subsidiaries. These allocated costs are primarily related to corporate administrative expenses and reorganization costs, employee related costs including pensions and other benefits for corporate and shared employees, and rental and usage fees for shared assets for the following functional groups: information technology, legal services, accounting and finance services, human resources, marketing and contract support, customer support, treasury, facility and other corporate and infrastructural services.

The Business utilizes Lafarge NA's centralized processes and systems for cash management, payroll, purchasing and distribution. As a result, substantially all cash received by the Business was deposited in and commingled with Lafarge NA's general corporate funds and is not specifically allocated to Lafarge Target Business. The net results of these cash transactions between the Business and Lafarge NA are reflected as net parent investment within Equity in the accompanying balance sheets. In addition, the net parent investment represents Lafarge NA's interest in the recorded net assets of Lafarge Target Business and represents the cumulative net investment by Lafarge NA in Lafarge Target Business through the dates presented, inclusive of cumulative operating results.

Management believes the assumptions and allocations underlying the combined financial statements are reasonable and appropriate under the circumstances. The expenses and cost allocations have been determined on a basis considered by Lafarge NA to be a reasonable reflection of the utilization of services provided to or the benefit received by Lafarge Target Business during the periods presented relative to the total costs incurred by Lafarge NA. However, the amounts recorded for these transactions and allocations are not necessarily representative of the amount that would have been reflected in the financial statements had the Business been an entity that operated independently of Lafarge NA. Consequently, future results of operations, should Lafarge Target Business be separated from Lafarge NA, will include costs and expenses that may be materially different than Lafarge Target Business' historical results of operations, financial position and cash flows. Accordingly, the financial statements for these periods are not indicative of the Lafarge Target Business' future results of operations, financial position and cash flows.

Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with US GAAP have been condensed or omitted. Management believes that these financial statements include all adjustments (which are normal and recurring in nature) necessary to present fairly the financial position of the Business and results of operations and cash flows for the periods presented.

The results of operations for the nine months ended September 30, 2012 are not necessarily indicative of the results that may be expected for the year ending December 31, 2012. Seasonal changes and other weather related conditions can affect the production and sales volumes of Lafarge Target Business' products. Therefore, the financial results for any interim period do not necessarily indicate the results expected for the year.

These unaudited condensed combined financial statements should be read in conjunction with the Lafarge Target Business' audited combined financial statements and the notes thereto for the year ended December 31, 2011. Lafarge Target Business has continued to follow the accounting policies including the basis of presentation set forth in those combined financial statements.

Revenue Recognition

Revenue from the sale of cement, cement-related products, aggregates, ready-mixed concrete, and concrete products is recorded when title and ownership are transferred upon delivery of the products. Amounts billed to a customer in a sales transaction related to shipping and handling are included in "Net Sales", and costs incurred for shipping and handling are classified as "Cost of goods sold" in the combined statements of operations. The revenues reported in these financial statements relate to specifically identifiable historical activities of the plants, terminals, and other assets that comprise Lafarge Target Business. Lafarge Target Business assigns revenue to the original production facility of the product even if the product is transported and sold through a distribution facility outside of the scope of Lafarge Target Business, or sold in markets serviced by sales personnel outside of the scope of Lafarge Target Business. Similarly, if a product from a non-Lafarge Target Business plant is sold through a Lafarge Target Business distribution facility or in a Lafarge Target Business market, revenue originating from the transaction remains with the producing facility and is not considered as Lafarge Target Business revenue. Correspondingly, distribution and sales costs for these activities are also allocated to the producing plant.

Recent Accounting Pronouncements

In May 2011, the FASB issued guidance in ASU 2011-04 Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in US GAAP and IFRS, which updates the definition of fair value and measurement criteria to bring them into agreement with IFRS's (which are also changed to agree with US GAAP). The guidance is effective for interim and annual periods beginning after December 15, 2011 The adoption of this guidance did not have a significant impact on the Lafarge Target Business' financial statements.

In December 2011, the FASB issued guidance on ASU 2011-11 Disclosures about Offsetting Assets and Liabilities, which requires entities to disclose both gross and net information about both instruments and transactions eligible for offset in the combined balance sheets and instruments and transactions subject to an agreement similar to a master netting agreement. The guidance is effective for annual periods beginning on or after January 1, 2013. Early adoption is not permitted, but this guidance shall be applied retrospectively for any period presented that begins before the date of initial recognition. The Business is currently evaluating the impact of the adoption of ASU 2011-11.

3. Receivables

Receivables consist of the following (*In thousands*):

	September 30, 2012	December 31, 2011
Trade receivables	$ 35,362	$ 21,327
Other receivables	57	5
Allowances	(892)	(860)
Total Receivables, net	$ 34,527	$ 20,472

Lafarge NA maintains accounts receivable securitization programs in both the U.S and Canada to provide additional sources of working capital and long-term financing. Under the program, Lafarge NA agrees to sell, on a revolving basis, all of its accounts receivable to wholly-owned, special purpose subsidiaries (the "SPS's"), which are consolidated in Lafarge NA consolidated financial statements. The SPS's in turn enter into agreements with an unrelated third-party commercial paper conduit to acquire long-term financing, using the accounts receivable as collateral.

Under the terms of Lafarge NA's securitization agreement, the company maintains effective control over the assets transferred. In accordance with ASC 860 Transfers and Servicing, the accounts receivable securitization transactions have not been accounted for as sales. The related accounts receivable are included in Lafarge NA financial statements and those directly attributable to Lafarge Target Business have been reflected in these financial statements.

4. Inventories

Inventories consist of the following (*In thousands*):

	September 30, 2012	December 31, 2011
Finished products	$ 6,985	$ 3,539
Work in process	2,958	2,344
Raw materials, commodities, and fuel	2,711	2,081
Spare parts, supplies and other	5,767	5,732
Total Inventories	$ 18,421	$ 13,696

Inventories valued using the LIFO method are reported net of reserves of $2.2 million at September 30, 2012 and December 31, 2011. Consistent with the manner in which revenue is recorded, Lafarge Target Business inventories relate to goods produced by Lafarge Target Business plants and not yet sold to a third party customer and may be located at Lafarge NA distribution facilities which are not part of Lafarge Target Business.

5. Property, Plant and Equipment

Property, plant and equipment consist of the following (*In thousands*):

	September 30, 2012	December 31, 2011
Land	$ 28,202	$ 28,519
Buildings, machinery and equipment	487,709	483,570
Construction in progress	10,986	9,611
Property, plant and equipment, at cost	526,897	521,700
Accumulated depreciation and depletion	(258,743)	(244,389)
Total Property, plant and equipment, net	$ 268,154	$ 277,311

Depreciation expenses were $16.0 million and $16.1 million for the nine months ended September 30, 2012 and 2011, respectively.

6. Accrued and Other Liabilities

Accrued and other liabilities consist of the following (*In thousands*):

	September 30, 2012	December 31, 2011
Suppliers	$ 1,880	$ 3,518
Bonuses	1,474	1,922
Rebates and other	4,259	2,414
Total Accrued and other liabilities	$ 7,613	$ 7,854

7. Long-Term Debt

In 1998, Lafarge NA entered into a series of agreements, amended in 2003, with the municipality of Sugar Creek, Missouri. Under the agreements, Lafarge leases the Sugar Creek plant under a lease from the municipality of Sugar Creek, which issued $150 million of tax-exempt Sugar Creek Revenue Bonds to finance the construction of the Sugar Creek plant. Approximately $103 million of the bonds (the so-called Series B bonds) are held by Lafarge NA, while $47 million (the so-called Series A bonds) are held by third party investors. Under the existing lease agreement, Lafarge is the obligor for the entire $150 million amount of bonds. However, given that Lafarge is also the holder of the Series B bonds, the financial statements only reflect the debt associated with the Series A bonds that are held by third party investors. The liability related to the Series A bonds due in 2037 amounted to $46.5 million, stated net of issue discount, at September 30, 2012 and December 31, 2011, bearing an annual interest rate of 5.7%.

8. Income Taxes

The Business is required at the end of each interim reporting period to make its best estimate of the annual effective tax rate for the full fiscal year and use that rate to provide for income taxes on a current year-to-date basis. As such, the 2011 annual effective tax rate was used to provide for income taxes in the combined statements of operations for the nine months ended September 30, 2011. Management however determined that minor changes in the 2012 estimated annual ordinary income before taxes would have significant effects on the 2012 estimated annual effective tax rate, and thus concluded that it cannot make a reliable estimate of the 2012 annual effective tax rate for Lafarge Target Business. As such, the actual effective tax rate for the nine months ended September 30, 2012 was used to provide for income taxes in the combined statements of operations for the nine months ended September 30, 2012.

The Business is subject to audit examinations at federal, state and local levels by tax authorities in those jurisdictions. The tax matters challenged by the tax authorities are typically complex; therefore, the ultimate outcome of these challenges is subject to uncertainty. The Business does not believe that the carved-out operations gave rise to any material tax exposures and the Business and the Parent did not identify any issues that did not meet the recognition threshold or would be impacted by the measurement provisions of the uncertain tax position guidance.

9. Commitments and Contingencies

The Business leases certain land, buildings and equipment. Total expenses under operating leases were $0.4 million and $0.4 million for the nine months ended September 30, 2012 and 2011, respectively. The Business also has noncapital purchase commitments that primarily relate to gas, power, fuel and other significant raw material in the amount of $1.7 million and $7.9 million at September 30, 2012 and December 31, 2011, respectively. The table below shows the future minimum lease payments due under non-cancelable operating leases and purchase commitments at September 30, 2012 (*In thousands*):

	Years Ended December 31					
	Remaining 2012	2013	2014	2015	2016	Later Years
Operating leases	$ 117	$ 327	$ 212	$ 126	$ 1	$ —
Purchase commitments	2,016	6,842	3,392	3,542	3,588	17,500
Total commitments	$ 2,133	$7,169	$3,604	$3,668	$3,589	$ 17,500

In the ordinary course of business, the Business executes contracts involving indemnifications standard in the industry and indemnifications specific to a transaction such as sale of a business. These indemnifications might include claims relating to any of the following: environmental and tax matters; intellectual property rights; governmental regulations and employment-related matters; customer, supplier, and other commercial contractual relationships; and financial matters. While the maximum amount to which the Business may be exposed under such agreements cannot be estimated, it is the opinion of management that these guarantees and indemnifications are not expected to have a materially adverse effect on the Lafarge Target Business' financial condition, results of operations or liquidity.

The Environmental Protection Agency ("EPA") has issued new control regulations ("NESHAP") aimed at reducing the level of certain emissions from all Portland cement kilns operating in the United States. In late 2010, the Portland Cement Association ("PCA") and several cement producers, including Lafarge North America, sued the EPA asserting that the regulations in the proposed format were invalid and petitioned the United States Court of Appeals—District of Columbia Circuit to void the proposed regulations until corrected by the EPA. In December 2011, the Court ruled that it would not overturn the EPA standards but ordered the EPA to reconsider certain standards and re-issue the NESHAP rules. The EPA has undertaken reconsideration and has proposed rule revisions including changes to the standards applicable to particulate emissions and a change of the NESHAP compliance date for existing sources from September 2013 to September 2015. The EPA has expressed the intention to finalize the revisions through rulemaking by the end of 2012. While a change in compliance date will affect the timing of any expenditures required for compliance, Lafarge North America and the Business expect that Lafarge Target Business will need to expend capital or explore alternate means to license its facilities in order to maintain compliance. The amount already invested for Lafarge Target Business plants relating to NESHAP is approximately $5.4 million. Management expects additional capital investment spend will be needed in the future.

When the Business determines that it is probable that a liability for environmental matters, legal actions or other contingencies has been incurred and the amount of the loss is reasonably estimable, an estimate of the costs to be incurred is recorded as a liability in the financial statements. As of September 30, 2012, such liabilities are not material to the Lafarge Target Business' financial statements. While management believes its accruals for such liabilities are adequate, the Business may incur costs in excess of the amounts provided at September 30, 2012. Although the ultimate amount of liability at September 30, 2012 that may result from these matters or actions is not ascertainable, the Business believes that any amounts exceeding the recorded accruals will not materially affect its financial condition.

In the ordinary course of business, the Business is involved in certain legal actions and claims, including proceedings under laws and regulations relating to environmental and other matters. Because such matters are subject to many uncertainties and the outcomes are not predictable with assurance, the total liability for these legal actions and claims cannot be determined with certainty. Management believes that such actions and claims will be resolved without material adverse impact to the Lafarge Target Business' financial condition, results of operations or liquidity.

10. Related Party Transactions

Allocated Expenses

Lafarge Target Business has been allocated expenses from the Parent of $20.7 million and $20.3 million for the nine months ended September 30, 2012 and 2011, respectively. These costs from the Parent are derived from multiple levels of the organization including geographic business unit expenses, product line expenses, shared corporate expenses, and fees from the Group holding company. These allocated costs are primarily related to corporate administrative expenses and reorganization costs, employee related costs including pensions and other benefits for corporate and shared employees, and rental and usage fees for shared assets for the following functional groups: information technology, legal services, accounting and finance services, human resources, marketing and contract support, customer support, treasury, facility and other corporate and infrastructural services. The costs associated with these services and support functions (indirect costs) have been allocated to Lafarge Target Business using the most meaningful respective allocation methodologies which were primarily based on proportionate revenue, proportionate headcount, proportionate direct labor costs, or proportionate tonnage sold by Lafarge Target Business compared to Lafarge NA and/or its subsidiaries.

Included in the allocated expenses from the Parent are pension and other post-retirement benefits expense of approximately $5.0 million and $5.3 million for the nine months ended September 30, 2012 and 2011, respectively, which has been reflected within cost of goods sold and selling and general administrative expenses in the accompanying statements of operations. Lafarge Target Business' salaried employees and union hourly employees participate in defined benefit pension plans sponsored by the Parent. These plans include other Parent employees that are not employees of the Business. The Parent also provides certain retiree health and life insurance benefits to eligible employees who have retired from the Business. Salaried participants generally become eligible for retiree health care benefits when they retire from active service at age 55 or later. Benefits, eligibility and cost-sharing provisions for hourly employees vary by location and/or bargaining unit. Generally, the health care plans pay a stated percentage of most medical and dental expenses reduced for any deductible, copayment and payments made by government programs and other group coverage. The related pension and post-retirement benefit liability has not been allocated to the Business and has not been presented in the accompanying balance sheet since the obligation is and will remain a liability of the Parent.

Lafarge SA has announced a new reorganization project designed to accelerate the Group's development and profitability. The project replaces the product line-based organization with a country-based organization which will include the removal of a layer of management and the reorganization of the Group's Executive Committee. As part of this project, Lafarge North America has been implementing a new country-based organization in 2012 which is still on-going as of November 27, 2012. While a majority of the changes to the organization are above the level of operations contained in Lafarge Target Business, there has been some impact to the Business. Certain functions previously performed at local operations will, after full implementation, be performed by the Parent as part of their administrative support. The Business is allocated a proportion of the overall cost of the reorganization. Lafarge Target Business' share of reorganization costs amounted to $1.7 million during the nine months ended September 30, 2012.

Sales/Purchases with unconsolidated affiliates

The Business purchases products from and sells products to certain Lafarge NA affiliates in which it does not have a controlling interest.

Such purchases totaled $4.7 million and $9.2 million for the nine months ended September 30, 2012 and 2011, respectively; such sales totaled $0.6 million and $0.6 million for the nine months ended September 30, 2012 and 2011, respectively. Management believes all transactions with Lafarge Target Business' affiliates were on terms similar to those that would be obtained in transactions with unrelated parties.

11. Subsequent Events

The Business has evaluated its September 30, 2012 Condensed Combined Financial Statements for subsequent events through November 27, 2012, the date the Condensed Combined Financial Statements were available to be issued.

Unaudited Pro Forma Condensed Combined Financial Information

The following unaudited pro forma condensed combined financial information gives effect to the acquisition (the “Acquisition”) by a wholly-owned subsidiary of Eagle Materials Inc. (the “Company”) of certain assets of the carved-out operations of Lafarge North America Inc. (the “Lafarge Target Business”), which was consummated on November 30, 2012. The assets acquired in the Acquisition include two cement manufacturing facilities, one located in Sugar Creek, Missouri and one located in Tulsa, Oklahoma. In addition, the acquired assets include six terminals served by the cement plants, which are located in Sugar Creek and Springfield, Missouri; Omaha, Nebraska; Iola and Wichita, Kansas and Oklahoma City, Oklahoma; two aggregates quarries; eight ready-mix plants located in or near Kansas City, Missouri; a fly-ash business located in the Kansas City, Missouri area; and certain related assets such as equipment, accounts receivable and working capital. The following unaudited pro forma condensed combined financial information is based on the historical financial statements of the Company and the historical “carve-out” financial statements of the Lafarge Target Business.

The unaudited pro forma condensed combined financial information of the Company gives effect to the Acquisition as if it had occurred (i) on September 30, 2012 for the purposes of the unaudited pro forma condensed combined balance sheet as of September 30, 2012 and (ii) on April 1, 2011 for the purposes of the unaudited pro forma condensed combined statements of earnings for the fiscal year ended March 31, 2012 and for the six month period ended September 30, 2012. The unaudited pro forma condensed combined statement of earnings for the fiscal year period ended March 31, 2012 gives effect to the Acquisition as if it had occurred on April 1, 2011 and is derived by combining the Company’s audited consolidated statement of earnings for the fiscal year ended March 31, 2012 and the unaudited consolidated statement of earnings for six month periods ended September 30, 2012 with the Lafarge Target Business’s audited combined statement of earnings for the fiscal year ended December 31, 2011 and the unaudited combined statement of earnings for the six month period beginning April 1, 2012 through September 30, 2012. The Company’s consolidated statement of earnings is derived from our audited financial statements as of and for the year ended March 31, 2012 included in the Company’s annual report on Form 10-K filed with the Securities and Exchange Commission (the “Commission”) on May 25, 2012. The Lafarge Target Business’ audited and unaudited condensed combined statements of earnings are part of the condensed combined carve-out financial statements for the Lafarge Target Business included or incorporated by reference into this Current Report on Form 8-K/A. Certain amounts from the historical “carve-out” financial statements of the Lafarge Target Business have been reclassified to conform to the Company’s presentation.

The unaudited pro forma condensed combined financial information is provided for informational purposes only and does not purport to represent what the Company’s financial position or results of operations would actually have been had the Acquisition occurred on the assumed dates or to project the Company’s financial position or results of operations as of any future date or for any future period. This information should be read in conjunction with, and is qualified in its entirety by reference to:

- the Company’s historical audited consolidated financial statements and related notes and the sections entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in the Company’s Annual Report on Form 10-K for the fiscal year ended March 31, 2012 and the Company’s unaudited interim financial statements as of and for the six months ended September 30, 2012 and the section entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in the Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2012;

- the historical audited “carve-out” financial statements and related notes for the Lafarge Target Business as of and for the years ended December 31, 2011 and 2010 incorporated by reference into Exhibit 99.1 to this Current Report on Form 8-K/A; and
- the historical unaudited “carve-out” financial statements and related notes for the Lafarge Target Business as of and for the nine months ended September 30, 2012 and 2011 included in Exhibit 99.2 to this Current Report on Form 8-K/A.

Eagle Materials Inc. and Subsidiaries

Unaudited Pro Forma Condensed Combined Statement of Earnings

For the Six Month Period Ended September 30, 2012

(dollars in thousands, except per share data)

	Historical Eagle Materials Inc.	Historical Lafarge Target Business	Adjustment of overhead allocation in carve-out	Ref.	Pro Forma Adjustments	Ref.	Pro forma Combined
Revenues	$ 318,701	$112,423	$ —		—		$ 431,124
					3,600	l	
Cost of Goods Sold	263,315	89,410	(2,686)	k	(2,285)	a	351,354
Gross Profit	55,386	23,013	2,686		(1,315)		79,770
Equity in Earnings of Unconsolidated Joint Venture	15,218	—	—		—		15,218
Corporate General and					(750)	k	
Administrative Expenses	(10,674)	(14,153)	11,303	k	3,600	l	(10,674)
Acquisition and Litigation Expense	(6,374)	—	—		—		(6,374)
Other Income (Expense)	(204)	(98)	—		—		(302)
			—		(1,276)	b	
Interest Expense, Net	(7,313)	(1,315)	—		(152)	b	(10,056)
Earnings Before Income Taxes	46,039	7,447	13,989		107		67,582
Income Taxes	(14,108)	(2,576)	(4,896)	c	(37)	c	(21,617)
Net Earnings	$ 31,931	$ 4,871	$ 9,093		$ 70		45,965
Comprehensive Earnings	$ 32,163	$ 4,871	$ 9,093		$ 70		46,197
EARNINGS PER SHARE							
Basic	$ 0.71						$ 0.95
Diluted	$ 0.71						$ 0.94
AVERAGE SHARES OUTSTANDING							
Basic	44,708,499				3,450,000	d	48,158,499
Diluted	45,219,224				3,450,000	d	48,669,224

See notes to the unaudited pro forma condensed combined financial statements.

Eagle Materials Inc. and Subsidiaries
Unaudited Pro Forma Condensed Combined Statement of Earnings
For the Fiscal Year Ended March 31, 2012
(dollars in thousands, except per share data)

	Historical Eagle Materials Inc.	Historical Lafarge Target Business	Adjustment of overhead allocation in carve-out	Ref.	Pro Forma Adjustments	Ref.	Pro forma Combined
Revenues	$ 495,023	$165,378	$ —		—		$ 660,401
					6,609	l	
					1,459	m	
					394	j	
Cost of Goods Sold	454,546	154,426	(5,526)	k	(4,789)	a	607,119
Gross Profit	40,477	10,952	5,526		(3,673)		53,282
Equity in Earnings of Unconsolidated Joint Venture	28,528	—	—		—		28,528
Corporate General and					(1,500)	k	
Administrative Expenses	(19,617)	(27,426)	22,317	k	6,609	l	(19,617)
Other Income (Expense)	356	(29)	—		—		327
Other Non-Operating Expense	(9,117)	—	—		—		(9,117)
Loss on Debt Retirement	(2,094)	—	—		—		(2,094)
					(2,502)	b	
Interest Expense, Net	(16,621)	(2,679)	—		(305)	b	(22,107)
Earnings Before Income Taxes	21,912	(19,182)	27,843		(1,371)		29,202
Income Taxes	(3,180)	8,158	(9,745)	c	480	c	(4,287)
Net Earnings	$ 18,732	$ (11,024)	$ 18,098		$ (891)		24,915
Comprehensive Earnings	$ 16,109	$ (11,024)	$ 18,098		$ (891)		22,292
EARNINGS PER SHARE							
Basic	$ 0.42					d	$ 0.52
Diluted	$ 0.42					d	$ 0.52
AVERAGE SHARES OUTSTANDING							
Basic	44,224,924				3,450,000	d	47,674,924
Diluted	44,515,981				3,450,000	d	47,965,981

See notes to the unaudited pro forma condensed combined financial statements.

Eagle Materials Inc. and Subsidiaries

Unaudited Pro Forma Condensed Combined Balance Sheet

At September 30, 2012

(dollars in thousands, except per share data)

	Historical Eagle Materials Inc.	Historical Lafarge Target Business	Purchase Adjustments	Ref.	Pro Forma Adjustments	Ref.	Pro forma Combined
Current Assets—							
Cash	$ 8,149	$ —	$ —		$ (76)		$ 8,073
Accounts and Note Receivable	74,066	34,527	—		—		108,593
					2,163	i	
Inventories	109,004	18,421	1,459	g	804		131,851
Prepaid and Other Assets	2,588	3,316	—		—		5,904
Total Current Assets	193,807	56,264	1,459		2,891		254,421
Property, Plant and Equipment—	1,149,075	526,897	(120,593)	g	(804)		1,554,575
Less: Accumulated Depreciation	(584,773)	(258,743)	258,743	g	—		(584,773)
Property, Plant and Equipment, net	564,302	268,154	138,150	g	(804)		969,802
Notes Receivable	3,316	—	—				3,316
Investment in Joint Venture	39,908	—	—				39,908
			13,400	g			
Goodwill and Intangible Assets	150,584	101,200	(101,200)	g	—		163,984
Other Assets	22,971	2,853	(1,653)	g			24,171
	$ 974,888	$ 428,471	$ 50,156		$ 2,087		1,455,602
Current Liabilities—							
Accounts Payable	$ 34,730	$ 9,604	$ —		$ —		$ 44,334
Accrued Liabilities	42,602	7,613	—		—		50,215
Income Taxes Payable	11,455	—	—		—		11,455
Current Portion of Long-term Debt	4,677	—	—		—		4,677
Total Current Liabilities	93,464	17,217	—		—		110,681
Long-Term Debt	212,259	46,462	(46,462)	e	307,000	b	519,259
Other Long-Term Liabilities	39,747	954	246	g	—		40,947
Deferred Income Taxes	127,307	31,533	(31,033)	h	—		127,807
Total Liabilities	472,777	96,166	(77,249)		307,000		798,694
Shareholders' Equity—							
Preferred Stock	—	—	—		—		—
Common Stock	454	—	—		35	d	489
Capital in Excess of Par Value	44,208	—	—		154,762	d	198,970
Accumulated Other Comprehensive Losses	(5,284)	—	—				(5,284)
Retained Earnings	462,733	332,305	(334,468)	f	2,163	i	462,733
Total Stockholders' Equity	502,111	332,305	(334,468)		156,960		656,908
	$ 974,888	$ 428,471	$(411,717)		$ 463,960		$1,455,602

See notes to the unaudited pro forma condensed combined financial statements.

Eagle Materials Inc. and Subsidiaries
Notes To Unaudited Pro Forma
Condensed Combined Financial Information

(A) Basis of Pro Forma Presentation

The unaudited pro forma condensed combined financial information of the Company gives effect to the Acquisition as if it had occurred (i) on September 30, 2012 for the purposes of the unaudited pro forma condensed combined balance sheet as of September 30, 2012; and (ii) on April 1, 2011 for the purposes of the unaudited pro forma condensed combined statements of earnings for the fiscal year ended March 31, 2012 and for the six months ended September 30, 2012. The unaudited pro forma condensed combined statement of earnings for the fiscal year period ended March 31, 2012 gives effect to the Acquisition as if it had occurred on April 1, 2011 and is derived by combining the Company's audited consolidated statement of earnings for the fiscal year ended March 31, 2012 and the unaudited consolidated statement of earnings for six month periods ended September 30, 2012 with the Lafarge Target Business's audited combined statement of earnings for the fiscal year ended December 31, 2011 and the unaudited combined statement of earnings for the six month period beginning April 1, 2012 through September 30, 2012. Certain amounts from the historical "carve-out" financial statements of the Lafarge Target Business have been reclassified to conform to the Company's presentation.

General

The pro forma adjustments reflecting the Acquisition are based on certain estimates and assumptions which may not prove to be correct in light of information that becomes available in the future. The accuracy of these estimates and assumptions will depend on a number of factors, including future events and uncertainties that are or may be outside of the control of the Company. Therefore, actual results will differ from the estimates and assumptions underlying the pro forma adjustments, and it is possible that the differences may be material. The Company's management believes that its estimates and assumptions provide a reasonable basis for presenting all of the significant effects of the Acquisition and that the pro forma adjustments give appropriate effect to those estimates and assumptions and are properly applied in the unaudited pro forma condensed combined financial information.

The unaudited pro forma condensed combined financial information does not reflect any cost savings or other financial benefits that may result from operating expense efficiencies or revenue enhancements arising from the Acquisition. Additionally, the Company estimates that it incurred transaction costs of approximately $4.0 million associated with the Acquisition, which are not reflected in the unaudited pro forma condensed combined financial information.

The unaudited pro forma condensed combined financial information does not purport to reflect what the Company's results of operations or financial position would actually have been if the Acquisition had been effected on the assumed dates and if the Company and the Lafarge Target Business had been managed as one entity during the periods presented. The unaudited pro forma condensed combined financial information should be read in conjunction with the historical consolidated financial statements of the Company included in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2012 and Quarterly Report on Form 10-Q for the quarter ended September 30, 2012 and the historical "carve-out" financial statements of the Lafarge Target Business included or incorporated by reference into this Current Report on Form 8-K/A.

(B) Purchase Price and Allocation Thereof

On November 30, 2012, the Company completed its previously announced Acquisition of certain assets used in the Lafarge Target Business for a purchase price of approximately $453.4 million in cash, after adjustments for working capital and other payments. The purchase price is subject to further adjustment after the closing to reflect the net working capital acquired in the Acquisition. The Acquisition was financed through a combination of borrowings under the Company's bank credit facility and the issuance of common stock in an underwritten public offering completed on October 3, 2012 that generated net proceeds of approximately $154.8 million. The new debt was drawn from our existing credit facility, which was amended in September 2012 to increase available borrowings from $300.0 million to $400.0 million.

The Acquisition has been accounted for under the acquisition method of accounting. The Company has engaged a third-party valuation firm to perform a valuation of the assets acquired and the liabilities assumed at the closing date of the Acquisition, and the firm used various methodologies to estimate the fair value of acquired assets and liabilities including discounted cash flow analysis. Although substantial progress has been made with respect to this valuation, it is not yet complete. Accordingly, the Company's allocation of the purchase price to the assets acquired and liabilities assumed in the Acquisition is preliminary. The third party valuation firm's work has been used by the Company to prepare the unaudited pro forma condensed combined statement of earnings and balance sheet; however, it is likely that this valuation may change subsequent to the filing of this Current Report on Form 8-K/A.

The preparation of the valuation of the assets acquired and liabilities assumed in the Acquisition requires the use of significant assumptions and estimates. Critical estimates include, but are not limited to, future expected cash flows, including projected revenues and expenses, and applicable discount rates. These estimates are based on assumptions that the Company believes to be reasonable. However, actual results may significantly differ from these estimates.

Under the acquisition method of accounting, the total estimated purchase price was allocated to the net tangible and intangible assets and assumed liabilities based on their estimated fair values at September 30, 2012. Based on the Company's current estimate of the fair value of tangible and intangible assets acquired and liabilities assumed, which is based on estimates and assumptions and is subject to change, the expected purchase price is allocated as follows:

Estimated purchase price allocation at acquisition date (in thousands)	As of September 30, 2012
Cash and cash equivalents	$ —
Accounts Receivable	34,527
Inventories	22,847
Prepaid and Other Assets	3,316
Property and Equipment	405,500
Intangible Assets	13,400
Other Assets	1,200
Accounts Payable	(9,604)
Accrued Liabilities	(7,613)
Income Taxes Payable	—
Long-term Debt	—
Other Long-term Liabilities	(1,200)
Deferred Taxes	(500)
Total Net Assets	461,873
Goodwill	—
Total Estimated Purchase Price	$ 461,873

The amount paid at closing was less than the amount shown in the purchase price allocation above due to the fact that net working capital at September 30, 2012 was higher than estimated net working capital at November 30, 2012. As indicated above, the purchase price of $453.4 million is subject to further adjustment after the closing to reflect the actual net working capital acquired in the Acquisition.

The foregoing allocation is based on a third-party valuation that has not yet been finalized. Until such time as a final valuation report has been received, adjustments may be made to the amount assigned to the assets acquired and liabilities assumed be adjusted, and such adjustments could be significant.

(C) Reclassifications

Historically the Lafarge Target Business classified certain repair parts as inventory and others as property, plant and equipment, while the Company classifies all repair parts as inventory. The reclassification above is made to conform the Lafarge Target Business's presentation to the Company's presentation by including all repair parts in inventory in the unaudited pro forma condensed combined financial statements.

The Company classifies all expenses of its operating subsidiaries as cost of goods sold in its statement of earnings. Accordingly, all general and administrative expenses of the Lafarge Target Business have been reclassified to cost of goods sold in the pro forma presentation.

(D) Elimination of Overhead Allocation in Carve-out

The carve-out financial statements of the Lafarge Target Business include an allocation of the estimated costs incurred by Lafarge North America Inc. and its affiliates to provide services and support functions to the Lafarge Target Business which totals approximately $14.0 million and $27.8 million for the six months ended September 30, 2012 and the fiscal year ended March 31, 2012, respectively. These allocated costs are primarily related to corporate administrative expenses and reorganization costs, employee related costs including pensions and other benefits for corporate and shared employees, and rental and usage fees for shared assets for certain functional groups. Because the cost structure of the Company is significantly different than that of Lafarge North America Inc. and its affiliates, we have adjusted the allocation to represent the costs expected to be incurred on behalf of the Lafarge Target Business by the Company, which total approximately $0.8 million and $1.5 million for the six months ended September 30, 2012 and the fiscal year ended March 31, 2012, respectively. These costs have been calculated based on the average of overhead costs incurred at our other cement plants of similar size. Further, we have assumed the addition of certain plant level personnel who will provide services similar to those included in the cost allocation to the Lafarge Target Business in its carve-out financial statements. This adjustment is forward-looking and not necessarily indicative of actual costs that will be incurred in any future periods.

(E) Pro Forma Adjustments

a) To record the net increase in depreciation and amortization expense resulting from purchase price accounting adjustments. The increase is based on depreciation of the estimated fair market value of the plant and equipment purchased over the new estimated useful life, less historical depreciation incurred over these periods, plus the amortization of the fair value of intangible assets acquired over those periods, as calculated below:

	Six Months ended September 30, 2012	
	Property, Plant and Equipment	Intangible Assets
	(dollars in thousands)	
Estimated fair value	$ 405,500	$ 13,400
Estimated fair value of land	(30,400)	—
Depreciable/Amortizable value	375,100	13,400
Estimated life (in years)	24	11
Estimated annual depreciation/amortization	15,629	1,218
	2	2
Estimated six-months depreciation/amortization	7,815	609
Less historical depreciation/amortization	(10,709)	—
	$ (2,894)	$ 609

	Fiscal Year ended March 31, 2012	
	Property, Plant and Equipment	Intangible Assets
	(dollars in thousands)	
Estimated fair value	$ 405,500	$ 13,400
Estimated fair value of land	(30,400)	—
Depreciable/Amortizable value	375,100	13,400
Estimated life (in years)	24	11
Estimated annual depreciation/amortization	15,629	1,218
Less historical depreciation/amortization	(21,636)	—
	$ (6,007)	$ 1,218

Identifiable intangible assets include permits, customer relationships and the fair value of a long-term cement supply agreement with Lafarge North America Inc.

b) To record interest expense based on the estimated increased borrowings under our existing bank credit facility. We borrowed $310.0 million, of which approximately $307.0 million was used to fund the Acquisition. The estimated interest rate on these borrowings is calculated based on the interest rate that would have been charged under the bank credit facility based on the pro forma earnings before interest, taxes, depreciation and amortization and the pro forma debt as of the date of the Acquisition. A one-eighth percent hypothetical change in the interest rate would have increased or decreased pro forma interest expense by $0.2 million and $0.4 million during the six months ended September 30, 2012 and fiscal year ended March 31, 2012, respectively. This adjustment also includes the amortization of debt issue costs of $1.5 million incurred in connection with the additional borrowings, amortized over the remaining life of the related debt agreements, which averaged approximately 62 months as of April 2011.

The interest that the Company will ultimately pay on the borrowings under our bank credit facility could vary greatly from what is assumed in the unaudited pro forma condensed combined financial information and will depend on the actual timing and amount of borrowings and repayments, and changes in the variable interest rate, among other factors.

c) To adjust the tax provision to reflect the aggregate pro forma increase in earnings before income taxes at the statutory tax rate of 35%.

d) To recognize 3,450,000 shares of common stock, par value of $.01 per share (including 450,000 shares issued pursuant to the underwriters' option to purchase additional shares of common stock to cover overallotments) issued by the Company at a price to the public of $46.50 per share in an underwritten public offering that closed on October 3, 2012. The offering generated net proceeds of approximately $154.8 million, after deducting underwriting discounts, commissions and expenses related to the offering.

Below is a reconciliation of shares used in computing pro forma earnings per share. The shares of common stock issued in the equity offering have been treated as if they were issued at the beginning of each respective period.

	For the period ended	
	September 30, 2012	March 31, 2012
Weighted-Average Shares of Common Stock Outstanding	44,708,499	44,224,924
Shares Sold in the Equity Offering	3,450,000	3,450,000
Basic Shares Outstanding	48,158,499	47,674,924
Effect of Dilutive Shares:		
Assumed Exercise of Outstanding Dilutive Options	1,428,889	800,748
Less Shares Repurchased from Assumed Proceeds of Assumed Exercised Options	(1,162,751)	(652,046)
Restricted Shares	244,587	142,355
Weighted-Average Common and Common Equivalent Shares Outstanding	48,669,224	47,965,981

e) To eliminate the debt of the Lafarge Target Business that was not assumed in the Acquisition.

f) To eliminate the Lafarge Target Business historical shareholders' equity.

g) To reflect the net impact of the increase in inventories ($1.5 million), property, plant and equipment ($138.2 million) and intangible assets ($13.4 million) to fair value, offset by the decrease in other assets ($1.7 million), the increase in other long-term liabilities ($0.3 million) to fair value and the elimination of historical goodwill and intangible assets ($101.2 million).

h) To reflect the deferred tax impact on the fair value adjustment to inventory of $0.5 million and to eliminate historical deferred taxes of the Lafarge Target Business.

i) To eliminate the LIFO reserve from the historical financial statements of the Lafarge Target Business to conform to the Company's accounting policy.

j) To eliminate the change in the LIFO reserve from the historical financial statements of the Lafarge Target Business during the twelve month period ended March 31, 2012.

k) To reflect projected overhead costs on a pro forma basis for the Lafarge Target Business, and to eliminate the overhead allocated to the Lafarge Target Business by Lafarge North America Inc. and its affiliates. Below is a reconciliation of the amounts allocated to the Lafarge Target Business that are not reflective of the expected results of operations going forward, along with the estimate of the overhead amounts expected to be incurred by the Company in operating the same business after closing.

	For the Six Months Ended September 30, 2012 (dollars in thousands)		
	Overhead Allocated in carve-out	Estimate of Future Expenses	Net Adjustment
Cost of Goods Sold	$ 2,686	$ —	$ (2,686)
Corporate Selling and Administrative	11,303	(750)	(10,553)
Total Expense	$ 13,989	$ (750)	$ (13,239)

	For the Fiscal Year ended March 31, 2012 (dollars in thousands)		
	Overhead Allocated in carve-out	Estimate of Future Expenses	Net Adjustment
Cost of Goods Sold	$ 5,526	$ —	$ (5,526)
Corporate Selling and Administrative	22,317	(1,500)	(20,817)
Total Expense	$ 27,843	$ (1,500)	$ (26,343)

The estimates of future expenses were derived by reference to the historical overhead expenses incurred in conducting similar operations at our other cement plants. This adjustment is forward looking in nature and not necessarily indicative of actual costs that will be incurred in any future period.

l) General and administrative expenses remaining after the elimination of the overhead allocation have been reclassified to cost of goods sold to conform to the Company's presentation. See Note (C) for more information.

m) To reflect subsequent impact of the fair value adjustment to inventory on earnings.