

Owens Corning
Form 424B3
May 03, 2011
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The information in this prospectus supplement is not complete and may be changed. This prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Filed Pursuant to Rule 424(b)(3)

Registration No. 333-165008

SUBJECT TO COMPLETION, DATED MAY 2, 2011

PROSPECTUS SUPPLEMENT

(To Prospectus dated February 22, 2010)

Owens Corning

7,000,000 Shares of Common Stock

The selling stockholder identified in this prospectus supplement is offering 7,000,000 shares of our common stock. We will not receive any of the proceeds from the sale of shares being sold by the selling stockholder.

Our common stock is listed for trading on the New York Stock Exchange under the symbol OC. The last reported sale price of our common stock on May 2, 2011 was \$37.65 per share.

Investing in our common stock involves risks. See the section titled Risk Factors on page S-6 of this prospectus supplement or incorporated by reference in this prospectus supplement for a discussion of certain risks you should consider before investing in our common stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

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The underwriters have agreed to purchase the shares from the selling stockholder at a price per share of \$, subject to the terms and conditions set forth in an underwriting agreement among the underwriters, the selling stockholder and us. The underwriters propose to offer the shares for sale from time to time in the over-the-counter market or in one or more negotiated transactions at market prices or negotiated prices.

The underwriters expect to deliver the shares to purchasers on or about May , 2011.

BofA Merrill Lynch

J.P. Morgan

The date of this prospectus supplement is May , 2011.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement incorporates by reference important business and financial information about us that is not included in or delivered with this document. This information, other than exhibits to documents that are not specifically incorporated by reference in this prospectus, is available to you without charge upon written or oral request to Owens Corning at the address or telephone number indicated in the section titled **Where You Can Find More Information in this prospectus supplement.**

This document is in two parts. The first part is this prospectus supplement, which contains specific information about the selling stockholder and the terms on which the selling stockholder is offering and selling our common stock. The second part is the accompanying prospectus dated February 22, 2010, which contains and incorporates by reference important business and financial information about us and other information about the offering.

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus or in any free writing prospectus. Neither we, the selling stockholder, nor the underwriters have authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell the common stock in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference in either this prospectus supplement or the accompanying prospectus is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

Before you invest in our common stock, you should carefully read the registration statement (including the exhibits thereto) of which this prospectus supplement and the accompanying prospectus form a part, this prospectus supplement, the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and accompanying prospectus. The incorporated documents are described under **Where You Can Find More Information**.

Unless the context indicates otherwise, the terms **Owens Corning**, **Company**, **we** and **our** in this prospectus supplement refer to Owens Corning and its subsidiaries. References to a particular year mean the Company's year commencing on January 1 and ending on December 31 of that year. The term **Predecessor** in this prospectus supplement refers to Owens Corning's predecessor company, Owens Corning Sales, LLC and its subsidiaries.

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CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

Our disclosures and analysis in this prospectus supplement and the accompanying prospectus and the materials we have filed or will file with the Securities and Exchange Commission (the "SEC"), including documents incorporated by reference or deemed incorporated by reference herein or therein (as well as information included in our other written or oral statements), contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements present our current forecasts and estimates of future events. These statements do not strictly relate to historical or current results and can be identified by words such as "anticipate," "believe," "estimate," "expect," "intend," "likely," "project," "strategy," "will" and other terms of similar meaning or import in connection with any discussion of future operating, financial or other performance. These forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from those projected in the statements. These risks, uncertainties and other factors include, without limitation:

economic and political conditions, including new legislation or other governmental actions;

levels of residential and commercial construction activity;

competitive factors;

pricing factors;

weather conditions;

our level of indebtedness;

industry and economic conditions that affect the market and operating conditions of our customers, suppliers or lenders;

availability and cost of raw materials;

availability and cost of credit;

interest rate movements;

issues related to acquisitions, divestitures and joint ventures;

our ability to utilize our net operating loss carryforwards;

achievement of expected synergies, cost reductions and/or productivity improvements;

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issues involving implementation of new business systems;

foreign exchange fluctuations;

research and development activities;

difficulties in managing production capacity; and

labor disputes.

All forward-looking statements in this prospectus supplement and the accompanying prospectus (including documents incorporated by reference or deemed incorporated by reference herein or therein) should be considered in the context of the risk and other factors described above and as detailed from time to time in the Company's SEC filings. Any forward-looking statements speak only as of the date the statement is made and we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. It is not possible to identify all of the risks, uncertainties and other factors that may affect future results. In light of these risks and uncertainties, the forward-looking events and circumstances discussed in this prospectus supplement and the accompanying prospectus (including documents incorporated by reference or deemed incorporated by reference herein or therein) may not occur and actual results could differ materially from those anticipated or implied in the forward-looking statements. Accordingly, users of this prospectus supplement and the accompanying prospectus (including documents incorporated by reference or deemed incorporated by reference herein or therein) are cautioned not to place undue reliance on the forward-looking statements.

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WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. The SEC allows us to incorporate by reference into this prospectus supplement the information we file with the SEC, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus supplement, and information that we file later with the SEC will automatically update and supersede this information. SEC rules and regulations also permit us to furnish rather than file certain reports and information with the SEC. Any such reports or information which we furnish or have furnished shall not be deemed to be incorporated by reference into or otherwise become a part of this prospectus supplement, regardless of when furnished to the SEC. We incorporate by reference the following documents we have already filed with the SEC (file number 1-33100) and any future filings that we will make with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act (other than any portion of such filings that are furnished under applicable SEC rules rather than filed) until the offering of the common stock under this prospectus supplement is complete:

Annual Report on Form 10-K for the year ended December 31, 2010;

Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2011;

Definitive Proxy Statement on Schedule 14A filed with the SEC on March 16, 2011;

Current Report on Form 8-K/A filed with the SEC on February 4, 2011;

Current Report on Form 8-K filed with the SEC on March 3, 2011;

Current Report on Form 8-K filed with the SEC on March 28, 2011;

Current Report on Form 8-K filed with the SEC on April 5, 2011; and

Current Report on Form 8-K filed with the SEC on April 14, 2011.

Our SEC filings are available free of charge through our Internet website (www.owenscorning.com) as soon as reasonably practicable after we electronically file these materials with the SEC. You may access these SEC filings on our website. The contents of our Internet website are not incorporated into this prospectus supplement or the accompanying prospectus. You may also request a copy of our SEC filings at no cost, by writing or telephoning us at:

Owens Corning

One Owens Corning Parkway

Toledo, OH 43659

Attention: Corporate Secretary

Telephone: (419) 248-8000

Our SEC filings are also available at the SEC's website at <http://www.sec.gov>. You may also read and copy any documents that we file with the SEC at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. You can request copies of these documents by writing to

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the SEC and paying a fee for the copying cost. Please call the SEC at 1-800-SEC-0330 for more information about the operation of the public reference room.

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SUMMARY

*This summary highlights selected information from this prospectus supplement and does not contain all of the information that you should consider in making your investment decision. You should read this summary together with the more detailed information appearing elsewhere in this prospectus supplement, as well as the information in the accompanying prospectus and in the documents incorporated by reference or deemed incorporated by reference into this prospectus supplement or the accompanying prospectus. You should carefully consider, among other things, the matters discussed in the sections titled *Risk Factors* on page S-6 of this prospectus supplement, on page 3 of the accompanying prospectus and beginning on page 6 in our Annual Report on Form 10-K for the year ended December 31, 2010. In addition, certain statements include forward-looking information that involves risks and uncertainties. See *Cautionary Statement Concerning Forward-Looking Statements* on page iii of this prospectus supplement and *Cautionary Statement Concerning Forward-Looking Statements* in the accompanying prospectus.*

Our Company

Owens Corning was founded in 1938. Since then the Company has continued to grow as a market-leading innovator of glass fiber technology. Owens Corning is a world leader in composite and building materials systems, delivering a broad range of high-quality products and services. Our products range from glass fiber used to reinforce composite materials for transportation, electronics, marine, infrastructure, wind-energy and other high-performance markets to insulation and roofing for residential, commercial and industrial applications. As a sustainability-focused company, Owens Corning creates value for our customers and stockholders, positively impacts the environment and enhances the lives of those with whom we interact.

Our principal executive offices are located at One Owens Corning Parkway, Toledo, Ohio 43659 and our telephone number is (419) 248-8000.

SEGMENT OVERVIEW

We operate within two segments: Composites, which includes our Reinforcements and Downstream businesses; and Building Materials, which includes our Insulation, Roofing, and Other businesses. Our Composites and Building Materials reportable segments accounted for approximately 37% and 63% of our total reportable segment net sales, respectively, in 2010.

Composites

Owens Corning glass fiber materials can be found in over 40,000 end-use applications within seven primary markets: power and energy, housing, water distribution, industrial, transportation, consumer and aerospace/military. Such end-use applications include pipe, roofing shingles, sporting goods, computers, telecommunications cables, boats, aircraft, defense, automotive, industrial containers and wind-energy. Our products are manufactured and sold worldwide. We primarily sell our products directly to parts molders and fabricators. Within the building and construction market, our Composites segment sells glass fiber and/or glass mat directly to a small number of major shingle manufacturers, including our own Roofing business.

Our Composites segment is comprised of our Reinforcements and Downstream businesses. Within the Reinforcements business, the Company manufactures, fabricates and sells glass reinforcements in the form of fiber. Within the Downstream business, the Company manufactures and sells glass fiber products in the form of fabrics, mat, veil and other specialized products.

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Demand for composites is driven by general global economic activity and, more specifically, by the increasing replacement of traditional materials such as aluminum, wood and steel with composites that offer lighter weight, improved strength, lack of conductivity and corrosion resistance. We estimate that over the last 15 years, on average, annual global demand for composite materials grew at about 1.5 times to 2 times global GDP.

Building Materials

Our Building Materials reportable segment is comprised of the following businesses:

Insulation

Insulation includes insulating products, Building Materials Europe and Construction Services.

Our insulating products help customers conserve energy, provide improved acoustical performance and offer convenience of installation and use, making them a preferred insulating product for new home construction and remodeling. These products include thermal and acoustical batts, loose fill insulation, foam sheathing and accessories, and are sold under well-recognized brand names and trademarks such as Owens Corning PINK FIBERGLAS® Insulation. We sell our insulation products primarily to insulation installers, home centers, lumberyards, retailers and distributors in the United States and Canada.

Demand for Owens Corning's insulating products is driven by new residential construction, remodeling and repair activity, commercial and industrial construction activity, increasingly stringent building codes and the growing need for energy efficiency. Sales in this business typically follow seasonal home improvement, remodeling and renovation and new construction industry patterns. Demand for new residential construction follows on a three-month lagged basis. The peak season for home construction and remodeling in our geographic markets generally corresponds with the second and third calendar quarters, and therefore, our sales levels are typically higher during the second half of the year.

Roofing

Our primary products in the Roofing business are laminate and strip asphalt roofing shingles. Other products include oxidized asphalt and roofing accessories. We have been able to meet the growing demand for longer lasting, aesthetically attractive laminate products with modest capital investment.

We sell shingles and roofing accessories primarily through home centers, lumberyards, retailers, distributors and contractors in the United States and sell other asphalt products internally to manufacture residential roofing products and externally to other roofing manufacturers. We also sell asphalt to roofing contractors and distributors for built-up roofing asphalt systems and to manufacturers in a variety of other industries, including automotive, chemical, rubber and construction.

Demand for products in our Roofing business is generally driven by both residential repair and remodeling activity and by new residential construction. Roofing damage from strong storms can significantly increase demand in this business. As a result, sales in this segment do not always follow seasonal home improvement, remodeling and new construction industry patterns as closely as our Insulation business.

Other

Other includes our North America Masonry Products business (Masonry Products). On December 31, 2010, the Company sold Masonry Products to Boréal Industries Ltd. (Boréal). Through Masonry Products, Owens Corning manufactured and sold manufactured stone and brick veneers used in residential and commercial new construction and remodeling under a number of brand names including Cultured Stone® and ProStone™. Manufactured stone veneer replicates the texture and colors of natural stone while offering improved features such as reduced weight, ease of installation and cost efficiency.

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The Offering

Common stock offered by the selling stockholder 7,000,000 shares.

Common Stock to be outstanding before and after the offering 124,804,861 shares.

Use of Proceeds We will not receive any of the proceeds from this offering.

Dividends Owens Corning did not pay cash dividends on its common stock during the two most recent years. The payment of any future cash dividends to our stockholders will depend on decisions that will be made by our Board of Directors. Although our Board of Directors is expected to consider from time to time the payment of quarterly cash dividends, there can be no assurance we will pay any cash dividend, or if declared, the amount of such cash dividend. See Dividends.

NYSE Symbol OC

Risk Factors Investing in our common stock involves risks. See the sections titled Risk Factors on page S-6 of this prospectus supplement, on page 3 of the accompanying prospectus and beginning on page 6 in our Annual Report on Form 10-K for the year ended December 31, 2010 for a discussion of certain risks you should consider before investing in our common stock.

The number of shares of common stock outstanding after this offering is based on the number of shares outstanding as of April 15, 2011, (124,804,861 shares of common stock) and excludes:

3,509,920 shares of common stock issuable upon the exercise of stock options outstanding as of March 31, 2011, at a weighted average exercise price of \$26.12 per share;

17,502,848 shares of common stock issuable upon the exercise of Series A warrants at an exercise price of \$43.00 per share, and 7,836,992 shares of common stock issuable upon the exercise of Series B warrants at an exercise price of \$45.25 per share, outstanding as of March 31, 2011; and

3,635,629 shares of common stock reserved for issuance under our equity compensation plan.

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The following tables set forth our summary of selected historical financial data presented on a consolidated basis and include the accounts of Owens Corning and our subsidiaries.

We have derived the summary financial information for each of the years ended December 31, 2006 through December 31, 2010 and the three months ended March 31, 2011 and March 31, 2010 from the financial statements of the Company. Our summary of selected historical financial data is not necessarily indicative of our future financial position, future results of operations or future cash flows.

You should read the information set forth below in conjunction with all information included and incorporated by reference in this prospectus supplement, including our historical consolidated financial statements and notes to those statements from our Annual Report on Form 10-K for the year ended December 31, 2010 and the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2011.

	Successor(a)							Predecessor(a)
	Three Months Ended Mar. 31, 2011	Three Months Ended Mar. 31, 2010	Twelve Months Ended Dec. 31, 2010(b)	Twelve Months Ended Dec. 31, 2009(c)	Twelve Months Ended Dec. 31, 2008(d)	Twelve Months Ended Dec. 31, 2007(e)	Two Months Ended Dec. 31, 2006(f)	Ten Months Ended Oct. 31, 2006(g)
	(unaudited)							
	(in millions, except per share amounts)							
Statement of Earnings (Loss) Data								
Net sales	\$ 1,238	\$ 1,265	\$ 4,997	\$ 4,803	\$ 5,847	\$ 4,978	\$ 772	\$ 4,627
Gross margin	\$ 202	\$ 236	\$ 956	\$ 849	\$ 922	\$ 776	\$ 84	\$ 914
Marketing and administrative expenses	\$ 135	\$ 124	\$ 516	\$ 522	\$ 617	\$ 498	\$ 86	\$ 408
Earnings (loss) from continuing operations before interest and taxes	\$ 61	\$ 83	\$ 206	\$ 192	\$ 234	\$ 144	\$ (76)	\$ 479
Interest expense, net	\$ 25	\$ 26	\$ 110	\$ 111	\$ 116	\$ 122	\$ 29	\$ 241
Gain on settlement of liabilities subject to compromise	\$	\$	\$	\$	\$	\$	\$	\$ (5,864)
Fresh-start accounting adjustments	\$	\$	\$	\$	\$	\$	\$	\$ (2,919)
Income tax expense (benefit)	\$ 11	\$ 9	\$ (840)	\$ 14	\$ 931	\$ (8)	\$ (35)	\$ 991
Earnings (loss) from continuing operations	\$ 25	\$ 49	\$ 940	\$ 67	\$ (811)	\$ 29	\$ (70)	\$ 8,034
Earnings (loss) from discontinued operations (h)	\$	\$	\$	\$	\$	\$ 69	\$ (11)	\$ 127
Net earnings (loss) attributable to Owens Corning	\$ 24	\$ 48	\$ 933	\$ 64	\$ (813)	\$ 95	\$ (85)	\$ 8,157
Amounts attributable to Owens Corning common stockholders:								
Earnings (loss) from continuing operations, net of tax	\$ 24	\$ 48	\$ 933	\$ 64	\$ (813)	\$ 26	\$ (74)	\$ 8,030
Discontinued operations, net of tax						69	(11)	127
Net earnings (loss) attributable to Owens Corning	\$ 24	\$ 48	\$ 933	\$ 64	\$ (813)	\$ 95	\$ (85)	\$ 8,157
Basic earnings (loss) per common share attributable to Owens Corning common stockholders								
Earnings (loss) from continuing operations	\$ 0.19	\$						