

ENPRO INDUSTRIES, INC  
Form 8-K  
December 16, 2011

# 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 16, 2011

## ENPRO INDUSTRIES, INC.

(Exact name of Registrant, as specified in its charter)

North Carolina  
(State or other jurisdiction

of incorporation)

001-31225  
(Commission

file number)

5605 Carnegie Boulevard, Suite 500

Charlotte, North Carolina 28209

01-0573945  
(I.R.S. Employer

Identification No.)

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(Address of principal executive offices, including zip code)

**(704) 731-1500**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or 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 (see General Instruction A.2. below):

- .. 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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On November 2, 2011, Don DeFosset, a member of the Board of Directors of EnPro Industries, Inc. (the Company), delivered to the Company notice of his retirement as a director effective December 31, 2011.

(d) On December 15, 2011, the Board of Directors elected B. Bernard Burns, Jr. as a director to fill the vacancy created by Mr. DeFosset's retirement. Accordingly, Mr. Burns will take office as a director upon the effectiveness of Mr. DeFosset's retirement. Mr. Burns will be appointed to serve on the following committees of the Board of Directors: the Compensation and Human Resources Committee and the Nominating and Corporate Governance Committee.

Mr. Burns is a managing director of the McGuireWoods Capital Group, a merger and acquisition advisory group, and a partner with McGuireWoods LLP, a law firm. During 2011 through the date of this Form 8-K, the Company has paid McGuireWoods Capital Group a total of \$125,000 for advisory services provided to the Company and has paid McGuireWoods LLP a total of \$36,933 for legal services provided to the Company and its subsidiaries.

**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.

Date: December 16, 2011

**ENPRO INDUSTRIES, INC.**

By: /s/ Richard L. Magee  
Richard L. Magee  
Senior Vice President, General Counsel and  
Secretary