

Continental Building Products, Inc.  
Form 8-K  
May 18, 2015

**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): May 11, 2015**

**Continental Building Products, Inc.**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction)**

**1-36293**  
**(Commission)**

**61-1718923**  
**(I.R.S. Employer)**

**of incorporation)**

**File Number)**

**Identification Number)**

**12950 Worldgate Drive, Suite 700**

**Herndon, VA**

**(Address of principal executive offices)**

**20170**

**(Zip Code)**

**Registrant's telephone number, including area code: (703) 480-3800**

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))

**Item 1.01 Entry into a Material Definitive Agreement.**

**Underwriting Agreement**

On May 11, 2015, Continental Building Products, Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with LSF8 Gypsum Holdings, L.P. (the Selling Stockholder ) and Credit Suisse Securities (USA) LLC (the Underwriter ) pursuant to which the Selling Stockholder agreed to sell to the Underwriter 4,600,000 shares of the Company s common stock, par value \$0.001 per share ( Common Stock ), at a price per share of \$21.90 (the Offering ). The Selling Stockholder also granted the Underwriter an option to purchase up to 690,000 additional shares of Common Stock held by the Selling Stockholder.

The Selling Stockholder will receive all net proceeds from the sale of Common Stock pursuant to the Underwriting Agreement. The Company will not receive any of the proceeds from the sale of Common Stock by the Selling Stockholder.

The Company made certain customary representations, warranties and covenants in the Underwriting Agreement concerning, among other things, its business and its Registration Statement on Form S-3, preliminary prospectus supplement and final prospectus supplement related to the Offering. The Company also agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended.

The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to the complete text of the Underwriting Agreement, a copy of which is filed as Exhibit 1.1 hereto and incorporated by reference herein.

The Offering closed on May 15, 2015.

**Stock Purchase Agreement**

On May 11, 2015, the Company also entered into a stock purchase agreement (the Stock Purchase Agreement ) with the Selling Stockholder providing for the repurchase by the Company, conditioned on the closing of the Offering, of a number of shares of Common Stock held by the Selling Stockholder with an aggregate value of approximately \$20.0 million, at a price per share equal to the per share price paid by the Underwriter to the Selling Stockholder pursuant to the Underwriting Agreement (the Repurchase ).

The Repurchase closed on May 15, 2015.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit  
No.**

**Description**

1.1	Underwriting Agreement dated May 11, 2015 among Continental Building Products, Inc., LSF8 Gypsum Holdings, L.P. and Credit Suisse Securities (USA) LLC.
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**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.

Continental Building Products, Inc.

May 18, 2015

*By:* /s/ Timothy Power

Name: Timothy Power

Title: Senior Vice President, General Counsel and  
Secretary

**EXHIBIT INDEX**

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