

MASCO CORP /DE/  
Form 8-K  
February 05, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): January 30, 2015**

**Masco Corporation**

**(Exact name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**1-5794**  
**(Commission**  
  
**File Number)**

**38-1794485**  
**(IRS Employer**  
  
**Identification No.)**

**21001 Van Born Road, Taylor, Michigan**  
**(Address of Principal Executive Offices)**

**(313) 274-7400**

**48180**  
**(Zip Code)**

**Registrant's telephone number, including area code**

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

On January 30, 2015, Mr. Verne G. Istock announced his resignation as a director of Masco Corporation (the Company), which will be effective on May 4, 2015, the date of the Company's Annual Meeting of Stockholders. Mr. Istock serves as both the Chairman of the Board of Directors and the Chairman of the Corporate Governance and Nominating Committee. Effective May 4, 2015, Mr. J. Michael Losh will become the Chairman of the Board.

On February 2, 2015, the Company's Board of Directors elected Mr. Reginald M. Turner, Jr. as a Class I director, which will be effective March 1, 2015. He will serve on the Audit Committee and on the Corporate Governance and Nominating Committee of the Company's Board of Directors. Mr. Turner, 54, has been an attorney with the law firm Clark Hill PLC since April 2000. There are no understandings or arrangements between Mr. Turner and any other person pursuant to which Mr. Turner was selected as a director of the Company. In connection with his service on the Company's Board of Directors, Mr. Turner will receive compensation in accordance with the Company's standard compensation arrangements for non-employee directors.

**SIGNATURE**

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 thereunto duly authorized.

MASCO CORPORATION

By: /s/ JOHN G. SZNEWAJS  
Name: John G. Sznewajs  
Title: Vice President, Treasurer and  
Chief Financial Officer

February 5, 2015