

**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 8, 2018

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.)

17450 College Parkway, Livonia, Michigan
(Address of Principal Executive Offices)

48152
(Zip Code)

(313) 274-7400
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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

- Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

On January 8, 2018, the Company issued a press release announcing the signing of a definitive agreement to acquire The L.D. Kichler Co. A copy of the press release is attached as Exhibit 99 hereto and incorporated herein by reference.

This information, including the Exhibit attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that section.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

[99](#) Press Release of Masco Corporation dated January 8, 2018 announcing the signing of a definitive agreement to acquire The L.D. Kichler Co.

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. Szniewajs
Name: John G. Szniewajs
Title: Vice President, Chief Financial Officer

January 8, 2018



MASCO CORPORATION ANNOUNCES SIGNING OF DEFINITIVE AGREEMENT TO ACQUIRE KICHLER LIGHTING

LIVONIA, Mich. (January 8, 2018) - Masco Corporation (NYSE: MAS), one of the world's leading manufacturers of branded home improvement and building products, announced today the signing of a definitive agreement to acquire The L.D. Kichler Co. ("Kichler Lighting"), a leading developer of decorative residential and light commercial lighting products, ceiling fans and LED lighting systems across both consumer and professional distribution channels.

"We are excited about the prospects of expanding Masco's reach into the fragmented \$6 billion U.S. residential lighting industry," said Masco's President and CEO, Keith Allman. "Kichler Lighting is a strong strategic fit with our focus on building products where brand, innovation and strength of distribution provide a competitive advantage. Kichler's products share many of the same customers as numerous other Masco brands and will complement our current product offering while strengthening our relationships with these customers," continued Allman.

Based in Cleveland, Ohio, Kichler Lighting had revenues of approximately \$450 million in 2017 and employs approximately 700 people worldwide. The transaction is expected to close in the first quarter of 2018, subject to customary closing conditions and regulatory review, and will be funded with cash on hand. Masco intends to report the financial results of Kichler Lighting in its Decorative Architectural Products segment.

Additionally, Masco announced that it acquired Mercury Plastics, Inc. ("Mercury") in the fourth quarter of 2017. Mercury is a plastics processor and manufacturer of water handling systems for appliance and faucet applications, as well as other highly engineered plumbing products, tubing, and assemblies. Based in Middlefield, Ohio, Mercury had revenues of approximately \$45 million in 2017 and employs approximately 300 people. Masco intends to report the financial results of Mercury in its Plumbing Products segment.

"We are extremely pleased to welcome the Kichler Lighting and Mercury teams to the Masco family," said Allman. "We believe that, because of our rigorous acquisition process and patience, these acquisitions will be accretive to our earnings in 2018 and will demonstrate Masco's ability to deliver on our strategic initiatives to create significant shareholder value. We expect to provide a more in-depth update on these transactions on our fourth quarter earnings conference call on February 8, 2018," concluded Allman.

About Masco

Headquartered in Livonia, Michigan, Masco Corporation is a global leader in the design, manufacture and distribution of branded home improvement and building products. Our portfolio of industry-leading brands includes Behr® paint; Delta® and Hansgrohe® faucets, bath and shower fixtures; KraftMaid® and Merillat® cabinets; Milgard® windows and doors; and Hot Spring® spas. We leverage our powerful brands across product categories, sales channels and geographies to create value for our customers and shareholders. For more information about Masco Corporation, visit www.masco.com.

Safe Harbor Statement

This press release contains statements that reflect our views about our future performance and constitute "forward-looking statements" under the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as "believe," "anticipate," "appear," "may," "will," "should," "intend," "plan," "estimate," "expect," "assume," "seek," "forecast," and similar references to future periods. Our views about future performance involve risks and uncertainties that are difficult to predict and, accordingly, our actual results may differ materially from the results discussed in our forward-looking statements. We caution you against relying on any of these forward-looking statements.

Risks and uncertainties include, among other things, the expected closing of the Kichler transaction and the expected benefits and synergies of both acquisitions, including the expected impact on future financial and operating results and post-acquisition plans and intentions. Our future performance may also be affected by the levels of home improvement activity and new home construction, our ability to maintain our strong brands and to develop and introduce new and improved products, our ability to maintain our competitive position in our industries, our reliance on key customers, our ability to achieve the anticipated benefits of our strategic initiatives, our ability to improve our under-performing U.S. window business, the cost and availability of raw materials, our dependence on third party suppliers, and risks associated with international operations and global strategies. These and other factors are discussed in detail in Item 1A, "Risk Factors" in our most recent Annual Report on Form 10-K, as well as in our Quarterly Reports on Form 10-Q and in other filings we make with the Securities and Exchange Commission. The forward-looking statements in this press release speak only as of the date of this press release. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. Unless required by law, we undertake no obligation to update publicly any forward-looking statements as a result of new information, future events or otherwise.

Investor Contact

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