

EAGLE MATERIALS INC  
Form 8-K  
May 11, 2009

**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 8, 2009**

**Eagle Materials Inc.**

(Exact name of registrant as specified in its charter)

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

**1-12984**  
(Commission File Number)

**75-2520779**  
(IRS Employer  
Identification No.)

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**3811 Turtle Creek Blvd., Suite 1100, Dallas, Texas**  
(Address of principal executive offices)

**75219**  
(Zip code)

**Registrant's telephone number including area code: (214) 432-2000**

**Not Applicable**

(Former name or former address if changed from 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:

- 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**

Information responsive to Item 5.02(b) and (e):

On May 11, 2009, Eagle Materials Inc., a Delaware corporation ( "Eagle" ), announced that Mark V. Dendle, Eagle's Executive Vice President Finance & Administration and Chief Financial Officer, will resign effective June 12, 2009. Mr. Dendle advised Eagle on May 8, 2009 that he will remain in his position to assist with transition items as well as the filing of Eagle's Annual Report on Form 10-K for the fiscal year ended March 31, 2009. Eagle has agreed to pay Mr. Dendle \$200,000 over the six (6) months following his departure. There was no disagreement or dispute with the Company concerning his resignation.

A copy of Eagle's press release announcing Mr. Dendle's resignation is being furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 99.1                  | Press Release dated May 11, 2009 issued by Eagle Materials Inc. (announcing resignation of Mark V. Dendle) |

**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.

EAGLE MATERIALS INC.

By: /s/ James H. Graass  
James H. Graass

Executive Vice President, General Counsel and  
Secretary

Date: May 11, 2009

**EXHIBIT INDEX**

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