

HUTTIG BUILDING PRODUCTS INC

Form 8-K

April 18, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): April 14, 2005**

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**Huttig Building Products, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction

of incorporation )

**001-14982**  
(Commission File Number)

**43-0334550**  
(I.R.S. Employer

Identification No.)

**555 Maryville University Dr., Suite 240, St. Louis, MO**  
(Address of principal executive offices)

**63141**  
(Zip code)

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Registrant's telephone number, including area code: (314) 216-2600

Former name or former address, if changed since last report: Not Applicable

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

On March 1, 2005, Cemex, S.A. de C.X. ( Cemex ), acting through a subsidiary, completed its acquisition of all of the issued share capital of RMC Group p.l.c. ( RMC ). Under the terms of the Rights Agreement between the Registrant and Mellon Investor Services LLC (formerly known as ChaseMellon Shareholder Services, L.L.C.) (the Rights Agent ) dated December 6, 1999, as amended by Amendment No. 1 to Rights Agreement dated March 16, 2000 (as amended, the Rights Agreement ), consummation of the acquisition of RMC by Cemex could have resulted in Cemex becoming an Acquiring Person under the terms of the Rights Agreement with respect to the 5,755,940 shares of Common Stock of the Registrant owned by The Rugby Group Limited, a subsidiary of RMC ( Rugby ). On February 25, 2005, the Registrant and the Rights Agent entered into Amendment No. 2 to Rights Agreement ( Amendment No. 2 ), which amended the Rights Agreement to exclude Cemex from the definition of Acquiring Person until April 15, 2005.

Based on Cemex s representations to the Registrant that it has no intention of acquiring any additional shares of Common Stock or otherwise seeking control of the Registrant, and in light of Cemex s stated intention to cause Rugby to dispose of some or all those shares and its actions in furtherance thereof, on April 14, 2005, the Registrant and the Rights Agent entered into Amendment No. 3 to Rights Agreement ( Amendment No. 3 ), excluding Cemex from the definition of Acquiring Person subject to the terms set forth therein.

The foregoing description of Amendment No. 3 is not a complete description of the terms thereof and is qualified in its entirety by reference to the complete text of Amendment No. 3, which is filed as an exhibit hereto and incorporated herein by reference.

**Item 3.03 Material Modification to Rights of Security Holders.**

The information contained in Item 1.01 of this Current Report on Form 8-K is hereby incorporated by reference to this Item 3.03.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Amendment No. 3 to Rights Agreement, dated April 14, 2005, by and between Huttig Building Products, Inc. and Mellon Investor Services LLC, as Rights Agent.

**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 hereunto duly authorized.

Huttig Building Products, Inc.  
(Registrant)

Date: April 15, 2005

/s/ Michael A. Lupo

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Name: Michael A. Lupo  
Title: President and Chief Executive Officer

**EXHIBIT INDEX**

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