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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 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 16, 2018**

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**LSB INDUSTRIES, INC.**

(Exact name of registrant as specified in its charter)

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

**1-7677**  
(Commission  
File Number)

**73-1015226**  
(IRS Employer  
Identification No.)

**16 South Pennsylvania Avenue, Oklahoma City, Oklahoma**  
(Address of principal executive offices)

**73107**  
(Zip Code)

**Registrant's telephone number, including area code (405) 235-4546**

**Not applicable**  
(Former name or former address, if changed since last report)

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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 (see General Instruction A.2. below):

- 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 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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.

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## **Item 7.01 Regulation FD Disclosures**

On April 16, 2018, LSB Industries, Inc. (the “Company”) issued a press release announcing that it intends to offer, pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended (the “Securities Act”), up to \$400 million aggregate principal amount of Senior Secured Notes due 2023, subject to market and other conditions (the “144A Offering”). Concurrently, the Company issued a press release announcing the commencement of a cash tender offer for any and all of the outstanding \$375 million aggregate principal amount of its 8.50% Senior Secured Notes due 2019, subject to financing and other conditions (the “Tender Offer”). Copies of the press releases announcing the 144A Offering and the Tender Offer are attached hereto as Exhibit 99.1 and Exhibit 99.2, respectively, and are incorporated herein by reference.

The information contained in this Current Report on Form 8-K, including the Exhibits hereto, is neither an offer to sell nor a solicitation of an offer to purchase any of the securities to be offered. The securities to be offered will not be registered under the Securities Act or applicable state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws.

### **Forward-Looking Statements**

This Current Report on Form 8-K, including the Exhibits attached hereto, includes “forward-looking statements” within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The Company makes these forward-looking statements in reliance on the safe harbor protections provided under the Private Securities Litigation Reform Act of 1995.

All statements, other than statements of historical fact, included in this Current Report on Form 8-K, including the Exhibits hereto, may constitute forward-looking statements. Forward-looking statements include statements about the Company’s expectations, beliefs, plans, objectives, intentions, assumptions and other statements that are not historical facts. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we cannot assure you that these expectations will prove to be correct. These forward-looking statements are subject to certain known and unknown risks and uncertainties, as well as assumptions that could cause actual results to differ materially from those reflected in these forward-looking statements. Factors that might cause actual results to differ include, but are not limited to, (i) the Company’s business plans may change as circumstances warrant and the 144A Offering or Tender Offer may not ultimately be completed because of general market conditions or other factors or (ii) any of the risk factors discussed from time to time in each of our documents and reports filed with the Securities and Exchange Commission. Unless required by law, the Company undertakes no obligation to publicly update or revise any forward-looking statement to reflect circumstances or events after the date of this Current Report on Form 8-K.

*The information contained in this Item 7.01 and Item 9.01 of this Current Report on Form 8-K and the Exhibits attached hereto is being furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of such section, nor shall it be deemed incorporated by reference into any filing under the Securities Act, regardless of any incorporation by reference language in any such filing, except as shall be expressly set forth by specific reference to this Item 7.01 or Item 9.01 in such filing.*

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**Item 9.01 Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release, dated April 16, 2018, announcing the 144A Offering.
99.2	Press Release, dated April 16, 2018, announcing the Tender Offer.

## Exhibit Index

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Press Release, dated April 16, 2018, announcing the 144A Offering.</a>
99.2	<a href="#">Press Release, dated April 16, 2018, announcing the Tender Offer.</a>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 16, 2018

LSB INDUSTRIES, INC.

By: /s/ Mark T. Behrman

Name: Mark T. Behrman

Title: Executive Vice President and Chief Financial Officer



COMPANY CONTACT:  
Mark T. Behrman, Chief Financial Officer  
(405) 235-4546

Investor Relations Contact: The Equity Group Inc.  
Fred Buonocore, CFA (212) 836-9607  
Kevin Towle (212) 836-9620

**FOR IMMEDIATE RELEASE**

**LSB INDUSTRIES, INC. ANNOUNCES PROPOSED  
PRIVATE OFFERING OF SENIOR NOTES**

Oklahoma City, Oklahoma – April 16, 2018 – LSB Industries, Inc. (NYSE: LXU) (“LSB”) today announced that it intends to offer, subject to market and other conditions, \$400 million in aggregate principal amount of senior secured notes due 2023 (the “Notes”) for sale in a private placement to eligible purchasers. The Notes will be guaranteed on a senior secured basis by all of LSB’s existing subsidiaries and by certain of LSB’s future domestic wholly owned subsidiaries.

LSB intends to use the net proceeds from this offering to repurchase and/or redeem any and all of its outstanding \$375 million aggregate principal amount of 8.50% Senior Secured Notes due 2019 (the “Existing Notes”), to pay related transaction fees, expenses and premiums, and, to the extent of any remaining net proceeds, for general corporate purposes. Pending such application of the net proceeds of this offering, they may be invested in highly rated money market funds, U.S. government securities, treasury bills or short-term commercial paper.

This press release is neither an offer to sell nor a solicitation of an offer to buy the Notes or any other securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful. The Notes and the guarantees thereof have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws and may not be offered or sold in the United States absent registration or applicable exemption from the registration requirements under the Securities Act and applicable state securities laws. The Notes are expected to be offered and sold only to qualified institutional buyers pursuant to Rule 144A under the Securities Act and to non-U.S. persons outside of the United States pursuant to Regulation S under the Securities Act. This press release is being issued in accordance with Rule 135c under the Securities Act. This press release is not an offer to purchase, a solicitation of an offer to sell or a notice of redemption with respect to the Existing Notes.

## Forward-Looking Statements

Certain matters contained in this press release include “forward-looking statements” within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended. We make these forward-looking statements in reliance on the safe harbor protections provided under the Private Securities Litigation Reform Act of 1995.

All statements, other than statements of historical fact, included in this press release, including regarding the offering of the Notes and the expected use of proceeds from such offering, may constitute forward-looking statements. Forward-looking statements include statements about LSB’s expectations, beliefs, plans, objectives, intentions, assumptions and other statements that are not historical facts. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we cannot assure you that these expectations will prove to be correct. These forward-looking statements are subject to certain known and unknown risks and uncertainties, as well as assumptions that could cause actual results to differ materially from those reflected in these forward-looking statements. Factors that might cause actual results to differ include, but are not limited to, (i) LSB’s business plans may change as circumstances warrant and the offering of the Notes may not ultimately be completed because of general market conditions or other factors or (ii) any of the risk factors discussed from time to time in each of our documents and reports filed with the Securities and Exchange Commission. Except as required by applicable law, we expressly disclaim any obligation to update, amend or clarify any forward-looking statement to reflect events, new information or circumstances occurring after the date of this press release.

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COMPANY CONTACT:  
 Mark T. Behrman, Chief Financial Officer  
 (405) 235-4546

Investor Relations Contact: The Equity Group Inc.  
 Fred Buonocore, CFA (212) 836-9607  
 Kevin Towle (212) 836-9620

**FOR IMMEDIATE RELEASE**

**LSB INDUSTRIES, INC. ANNOUNCES CASH TENDER OFFER  
 FOR ITS OUTSTANDING 8.50% SENIOR SECURED NOTES DUE 2019**

Oklahoma City, Oklahoma – April 16, 2018 – LSB Industries, Inc. (NYSE: LXU) (“LSB”) today announced that it has commenced a cash tender offer (the “Tender Offer”) to purchase any and all outstanding \$375,000,000 aggregate principal amount of its 8.50% Senior Secured Notes due 2019 (CUSIP No. 502160AL8) (the “Notes”). The Tender Offer is being made on the terms and subject to the conditions set forth in the Offer to Purchase dated April 16, 2018 (the “Offer to Purchase”).

The Tender Offer is scheduled to expire at 5:00 p.m., New York City time, on April 20, 2018, unless extended or earlier terminated by LSB in its sole discretion (such time and date, as they may be extended or earlier terminated, the “Expiration Time”). Holders of the Notes who validly tender (and do not validly withdraw) their Notes at or prior to the Expiration Time, or who deliver to the information and tender agent a properly completed and duly executed Notice of Guaranteed Delivery in accordance with the instructions described in the Offer to Purchase, will receive in cash \$1,023.88 per \$1,000 principal amount of Notes validly tendered and accepted by LSB, plus a cash payment representing the accrued and unpaid interest on such Notes from the last interest payment date to, but not including, the settlement date, which is expected to be April 25, 2018.

Tendered Notes may be withdrawn at any time prior to the Expiration Time subject to the terms and conditions of the Offer to Purchase. The Tender Offer is subject to the satisfaction or waiver of a number of conditions as set forth in the Offer to Purchase, including the receipt by LSB of proceeds from a proposed offering of debt securities generating gross proceeds of at least \$400,000,000. LSB may amend, extend or terminate the Tender Offer in its sole discretion and subject to applicable law.

Goldman Sachs & Co. LLC is acting as the dealer manager for the Tender Offer. The information and tender agent is D.F. King & Co., Inc. Copies of the Offer to Purchase, the Notice of Guaranteed Delivery and related tender offering materials are available at [www.dfking.com/lbsb](http://www.dfking.com/lbsb) or by contacting D.F. King & Co., Inc. at (800) 967-5079 (toll free) or by email at [lsb@dfking.com](mailto:lsb@dfking.com). Questions regarding the Tender Offer should be directed to Goldman Sachs & Co. LLC at (800) 828-3182.

None of LSB, the dealer manager, the information and tender agent, or the trustee for the Notes, or any of their respective affiliates, is making any recommendation as to whether holders of the Notes should tender any Notes in response to the Tender Offer. Holders of the Notes must make their own decision as to whether to tender any of their Notes and, if so, the principal amount of Notes to tender. This announcement is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful. The Tender Offer is being made solely by means of the Offer to Purchase. In those jurisdictions where the securities, blue sky or other laws require any tender offer to be made by a licensed broker or dealer, the Tender Offer will be deemed to be made on behalf of LSB by the dealer manager or one or more registered brokers or dealers licensed under the laws of such jurisdiction.



## Forward-Looking Statements

Certain matters contained in this press release include “forward-looking statements” within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended. We make these forward-looking statements in reliance on the safe harbor protections provided under the Private Securities Litigation Reform Act of 1995.

All statements, other than statements of historical fact, included in this press release, including regarding the commencement and conduct of the Tender Offer, may constitute forward-looking statements. Forward-looking statements include statements about LSB’s expectations, beliefs, plans, objectives, intentions, assumptions and other statements that are not historical facts. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we cannot assure you that these expectations will prove to be correct. These forward-looking statements are subject to certain known and unknown risks and uncertainties, as well as assumptions that could cause actual results to differ materially from those reflected in these forward-looking statements. Factors that might cause actual results to differ include, but are not limited to, (i) LSB’s business plans may change as circumstances warrant and the Tender Offer may not ultimately be completed because of general market conditions or other factors or (ii) any of the risk factors discussed from time to time in each of our documents and reports filed with the Securities and Exchange Commission. Except as required by applicable law, we expressly disclaim any obligation to update, amend or clarify any forward-looking statement to reflect events, new information or circumstances occurring after the date of this press release.

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