

---

---

**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): August 23, 2016**

---

**LSB INDUSTRIES, INC.**

(Exact name of registrant as specified in its charter)

**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)

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))
- 
-

---

**Section 8 – Other Events****Item 8.01. Other Events**

On August 23, 2016, LSB Industries, Inc. (the “Company”) issued a press release announcing that it had launched a consent solicitation to holders of its outstanding \$425,000,000 in aggregate principal amount of 7.75% Senior Secured Notes due 2019. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Exhibits**

(d) Exhibits.

<b>Exhibit</b>	<b>Description</b>
<b>99.1</b>	Press Release issued by LSB Industries, Inc. dated August 23, 2016

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: August 23, 2016

LSB INDUSTRIES, INC.

By: /s/ Mark T. Behrman

Name: Mark T. Behrman

Title: Executive Vice President of Finance and  
Chief Financial Officer



**FOR IMMEDIATE RELEASE**

**LSB INDUSTRIES, INC. ANNOUNCES LAUNCH OF CONSENT SOLICITATION**

OKLAHOMA CITY, Oklahoma — August 23, 2016 – LSB Industries, Inc. (NYSE: LXU) (“LSB” or the “Company”) today announced that it is soliciting consents (the “Consent Solicitation”) from the holders of its outstanding \$425,000,000 in aggregate principal amount of 7.75% Senior Secured Notes due 2019 (CUSIP No. 502160AL8; ISIN No. US502160AL89) (the “Notes”) to effect the Proposed Amendment (as defined below).

As previously disclosed, on July 1, 2016, the Company completed the sale of its climate control business for a total sale price of \$364 million, subject to certain post-closing adjustments (the “Sale”).

The primary purpose of the Consent Solicitation is to amend the Indenture (the “Proposed Amendment”) to allow the Company (i) to redeem all \$50,000,000 in aggregate principal amount of the Company’s outstanding 12.0% Senior Secured Notes due 2019 (the “12.0% Notes”), at a redemption price of 106% of the principal amount thereof, with the net proceeds of the Sale (the “12.0% Notes Redemption”), (ii) to redeem \$50,000,000 in aggregate principal amount of the Notes, at a redemption price of 103.875% of the principal amount thereof, with the net proceeds of the Sale (the “Notes Redemption” and, together with the 12.0% Notes Redemption, the “Redemptions”), (iii) to redeem shares of the Company’s outstanding Series E cumulative redeemable Class C preferred stock (the “Preferred Stock”), at the liquidation preference value thereof, with the net proceeds of the Sale in an aggregate amount not to exceed \$45,000,000 (in addition to any such redemption that may be made using the full \$35,000,000 of restricted payment capacity that the Company has under the existing “general restricted payments” basket in the Indenture, for an aggregate total of \$80,000,000) and (iv) given the intended use of the net proceeds of the Sale as described in the foregoing clause (i), (ii) and (iii), waive the Company’s obligation to make and consummate an asset sale repurchase offer of the Notes with respect to the Sale, and to make certain technical changes to certain financial definitions and collateral release mechanics in connection therewith.

The Company will agree to (a) consummate the Redemptions as promptly as practicable following the date the Proposed Amendment becomes operative and (b) prohibitions on its ability to incur future pari passu indebtedness in excess of \$25,000,000 in aggregate principal amount at any time outstanding using the “general debt” basket and the “general liens” basket under the Indenture.

The Company believes that the 12.0% Notes Redemption, the Notes Redemption and the redemption of the Preferred Stock as described above will result in a deleveraging of the Company’s assets and further enhance the Company’s long-term prospects by improving its capital structure given the cost of capital associated with the 12.0% Notes and the Preferred Stock.

The consent of Holders of a majority in principal amount of the outstanding Notes is required pursuant to the terms of the Indenture to approve the Proposed Amendment.

Holder are referred to the Company’s Notice of Consent Solicitation dated August 23, 2016 and the related Consent Form, which are being sent to Holders, for the detailed terms and conditions of the Consent Solicitation.

The Company will pay a consent fee equal to \$13.25 per \$1,000 principal amount of Notes for which consents have been delivered by such Holder. The consent fee of \$13.25 per \$1,000 principal amount of Notes was calculated based on an assumed consent fee of \$15.00 per \$1,000 principal amount of Notes if the Notes Redemption had occurred prior to the payment of the consent fee. In addition, the Company will agree that, if the Proposed Amendment becomes operative, the interest rate applicable to all Notes outstanding after the consummation of the Notes Redemption will, with retroactive effect to August 1, 2016, automatically be increased to 8.50% per annum. The record date for determining the Holders who are entitled to consent is 5:00 p.m., New York City time, on August 22, 2016.

The Consent Solicitation will expire at 5:00 p.m., New York City time, on September 2, 2016, or such later time and date to which the Consent Solicitation may be extended (the “*Expiration Time*”). Provided the Company receives the requisite consents, the Proposed Amendment will be effected by a supplemental indenture, which the Company and the guarantors party to the Indenture intend to promptly enter into following the receipt of the requisite consents, but the Proposed Amendment will not become operative until the consent fee is paid to each Holder who delivers a valid and unrevoked consent prior to the Expiration Time.

The Company has appointed Ipreo LLC as tabulation agent and as information agent with respect to the Consent Solicitation. Requests for documents should be directed to Ipreo LLC at: (212) 849-3880 (banks and brokers) or (888) 593-9546 (toll free). The Company has also retained Credit Suisse Securities (USA) LLC as the exclusive solicitation agent with respect to the Consent Solicitation. Questions concerning the terms of the Consent Solicitation should be directed to Credit Suisse Securities (USA) LLC at: (212) 325-2476 (collect) or (800) 820-1653 (U.S. toll free).

#### **About LSB Industries, Inc.**

LSB Industries, Inc., headquartered in Oklahoma City, Oklahoma, manufactures and sells chemical products for the agricultural, mining, and industrial markets. The Company owns and operates facilities in Cherokee, Alabama, El Dorado, Arkansas and Pryor, Oklahoma, and operates a facility for Covestro AG in Baytown, Texas. LSB’s products are sold through distributors and directly to end customers throughout the United States. Additional information about the Company can be found on its website at [www.lsbindustries.com](http://www.lsbindustries.com).

#### **Forward Looking Statement**

*This press release includes certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally are identified by use of the words “will”, “believes”, “expects”, “estimates”, “intends”, “anticipates”, “plans to”, “should”, “estimates”, “projects”, or similar expressions, including, without limitation, LSB’s plans and expectations with respect to the pay down of debt; improved financial flexibility and capital structure. Investors are cautioned that such forward-looking statements are not guarantees of future performance and involve risk and uncertainties. Though we believe that expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such expectation will prove to be correct. Actual results may differ materially from the forward-looking statements as a result of various factors. All forward-looking statements included in this press release are expressly qualified in their entirety by such cautionary statements. 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 except as required by applicable law.*

#### **Company Contact:**

Mark Behrman, Chief Financial Officer  
(405) 235-4546

#### **Investor Relations Contact:**

Fred Buonocore (212) 836-9607  
Kevin Towle (212) 836-9620  
The Equity Group Inc.