

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

LSB INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

73-1015226
(I.R.S. Employer Identification No.)

16 South Pennsylvania Avenue Oklahoma City, Oklahoma 73107
(Address of Principal Executive Offices) (Zip Code)

LSB Industries, Inc. 2008 Incentive Stock Plan
(Full Title of Plan)

Heidi L. Brown, Esquire
Vice President and Managing Counsel
LSB INDUSTRIES, INC.
16 South Pennsylvania
Post Office Box 754
Oklahoma City, Oklahoma 73101
(Name and address of agent for service)

(405) 235-4546
(Telephone number, including area code of agent for service)

Copy to:

Robert L. Kimball
VINSON & ELKINS LLP
Trammell Crow Center
2001 Ross Avenue, Suite 3700
Dallas, Texas 75201

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee(2)
Common stock, par value \$0.10 per share ("Common Stock")	397,890	\$5.40	\$2,148,606	\$217

- (1) Represents additional shares of Common Stock reserved for issuance under the LSB Industries, Inc. 2008 Incentive Stock Plan, as amended (the "2008 Plan"). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers an indeterminate number of additional shares of Common Stock issuable with respect to the shares being registered hereunder by reason of any stock dividend, stock split, recapitalization or other similar transaction. No additional registration fee is included for these shares.
- (2) The proposed maximum aggregate offering price of the Common Stock was calculated based upon the market value for shares of the Common Stock in accordance with Rule 457(c) and (h) under the Securities Act using the average of the high and low sales prices per share reported on the New York Stock Exchange on February 24, 2016.

EXPLANATORY NOTE AND STATEMENT OF INCORPORATION BY REFERENCE

LSB Industries, Inc. (the “Registrant”) is filing this Registration Statement on Form S-8 (this “Registration Statement”) to register an additional 397,890 shares of Common Stock for issuance under the 2008 Plan. The 397,890 shares represent shares of Common Stock originally related to awards granted under the 2008 Plan that terminated by expiration, forfeiture, cancellation or otherwise without the issuance of the shares of Common Stock and that again became available for awards under the 2008 Plan in accordance with the 2008 Plan’s terms and conditions.

Pursuant to General Instruction E to Form S-8, the contents of the earlier registration statements related to the 2008 Plan on Form S-8 filed on August 20, 2008 and November 5, 2014 (333-153103 and 333-199864) are incorporated herein by reference except to the extent supplemented, amended or superseded by the information set forth herein.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Securities Act Rule 428(b)(1).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 6. Indemnification of Directors and Officers.

The Registrant is incorporated under the laws of the State of Delaware. Section 145 of the General Corporation Law of the State of Delaware (the “DGCL”) provides that a Delaware corporation may indemnify any persons who are, or are threatened to be made, parties to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation), by reason of the fact that such person was an officer, director, employee or agent of such corporation, or is or was serving at the request of such person as an officer, director, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of such action, suit or proceeding, provided that such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the corporation’s best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was illegal, except that no indemnification is permitted in any case without judicial approval if the officer or director is adjudged to be liable to the corporation. Where an officer or director

is successful on the merits or otherwise in the defense of any action referred to above, the corporation must indemnify him against the expenses which such officer or director has actually and reasonably incurred. The Registrant's certificate of incorporation and bylaws provide for the indemnification of directors and officers of the Registrant to the fullest extent permitted by the DGCL.

Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duties as a director, except for liability (i) for any transaction from which the director derives an improper personal benefit, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) for improper payment of dividends or redemptions of shares, or (iv) for any breach of a director's duty of loyalty to the company or its stockholders. The Registrant's certificate of incorporation includes such a provision. Reasonable expenses incurred by any officer or director in defending any such action, suit or proceeding in advance of its final disposition shall be paid by the Registrant upon delivery to the Registrant of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified by the Registrant.

The Registrant carries officer and director liability insurance with respect to certain matters, including matters arising under the Securities Act.

The Registrant has also entered into written indemnification agreements with members of its board of directors. These indemnification agreements require the Company to indemnify the directors to the fullest extent permitted by applicable law against liability that may arise by reason of their service to the Registrant, and to advance expenses incurred as a result of any proceeding against them as to which they could be indemnified.

The Registrant's 2008 Plan provides that members of the Board, members of a committee appointed by the Board, or an officer of the Registrant to whom authority is delegated in accordance with the administration of the 2008 Plan shall be indemnified and held harmless by the Registrant against and from any loss, cost, liability or expense that may be imposed upon or reasonably incurred by him or her in connection with or resulting from any claim, action, suit or proceeding to which he or she may be a party or in which he or she may be involved by reason of any action taken or failure to act under the 2008 Plan and against any and all amounts paid by him or her in settlement thereof, with the Registrant's approval, or paid by him or her in satisfaction of any judgment in any such claim, action, suit or proceeding against him or her; provided, however, that he or she shall give the Registrant an opportunity, at its own expense, to handle and defend the same before he or she undertakes to handle and defend it on his or her own behalf, unless such loss, cost, liability or expense is a result of his or her own willful misconduct or except as expressly provided by statute. The indemnification right under the 2008 Plan is not exclusive of any other indemnification right to which an officer or director may be entitled.

The indemnification discussed in this Item 6 is not exclusive of any other rights the party seeking indemnification may possess.

Item 8. Exhibits.

The exhibits to this Registration Statement are listed in the Exhibit Index that immediately precedes such exhibits and is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, State of Oklahoma, on the 29th day of February, 2016.

LSB INDUSTRIES, INC.

By: /s/ Daniel D. Greenwell
Daniel D. Greenwell,
President and Chief Executive Officer

Power of Attorney

KNOWN ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints Jack E. Golsen, Daniel D. Greenwell, and Mark T. Behrman, and each of them, as his true and lawful attorneys-in-fact and agents with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this report has been signed below by the following persons in the capacities and on the dates indicated.

Dated: February 29, 2016 /s/ Jack E. Golsen
Jack E. Golsen
Executive Chairman of the Board

Dated: February 29, 2016 /s/ Daniel D. Greenwell
Daniel D. Greenwell,
President and Chief Executive Officer
(Principal Executive Officer)

Dated: February 29, 2016 /s/ Mark T. Behrman
Mark T. Behrman
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Dated: February 29, 2016 /s/ Harold Rieker
Harold Rieker
Vice President, Corporate Controller
(Principal Accounting Officer)

Dated: February 29, 2016 /s/ Webster L. Benham
Webster L. Benham, Director

Dated: February 29, 2016

/s/ Jonathan S. Bobb

Jonathan S. Bobb, Director

Dated: February 29, 2016

/s/ Mark R. Genender

Mark R. Genender, Director

Dated: February 29, 2016

/s/ Barry H. Golsen

Barry H. Golsen, Director

Dated: February 29, 2016

/s/ Louis S. Massimo

Louis S. Massimo, Director

Dated: February 29, 2016

/s/ Andrew K. Mittag

Andrew K. Mittag, Director

Dated: February 29, 2016

/s/ William F. Murdy

William F. Murdy, Director

Dated: February 29, 2016

/s/ Marran H. Ogilive

Marran H. Ogilive, Director

Dated: February 29, 2016

/s/ Joseph E. Reece

Joseph E. Reece, Director

Dated: February 29, 2016

/s/ Richard W. Roedel

Richard W. Roedel, Director

Dated: February 29, 2016

/s/ Richard Sanders, Jr.

Richard Sanders, Jr., Director

Dated: February 29, 2016

/s/ Lynn F. White

Lynn F. White, Director

Exhibit Index

<u>Number</u>	<u>Description</u>
4.1	Restated Certificate of Incorporation, as amended, which is incorporated by reference to Exhibit 3(i).1 to the Company's Form 10-K for the fiscal year ended December 31, 2012, filed February 28, 2013.
4.2	Certificate of Designations of Series E Cumulative Redeemable Class C Preferred Stock of LSB Industries, dated as of December 4, 2015, which is incorporated by reference to Exhibit 4.1 to the Company's Form 8-K, filed December 8, 2015.
4.3	Certificate of Designations of Series F Cumulative Redeemable Class C Preferred Stock of LSB Industries, dated as of December 4, 2015, which is incorporated by reference to Exhibit 4.2 to the Company's Form 8-K, filed December 8, 2015.
4.4	Amended and Restated Bylaws of LSB Industries, Inc. dated August 21, 2014 (including first through fourth amendments thereto), which is incorporated by reference from Exhibit 3.II to the Company's Form 8-K, filed August 27, 2014.
4.5	Fifth Amendment to the Amended and Restated Bylaws of LSB Industries, Inc. dated April 26, 2015, which is incorporated by reference from Exhibit 3.II to the Company's Form 8-K, filed April 30, 2015.
4.6	Sixth Amendment to the Amended and Restated Bylaws of LSB Industries, Inc. dated December 2, 2015, which is incorporated by reference from Exhibit 3.II to the Company's Form 8-K, filed December 8, 2015.
4.7	Seventh Amendment to the Amended and Restated Bylaws of LSB Industries, Inc. dated December 22, 2015, which is incorporated by reference from Exhibit 3.II to the Company's Form 8-K, filed December 29, 2015.
4.8	LSB Industries, Inc. 2008 Incentive Stock Plan, as amended by the First Amendment to the Company's 2008 Incentive Stock Plan, which is incorporated by reference to Exhibit 99.3 to the registrant's Form 8-K, filed June 11, 2014.
4.9	Form of Incentive Stock Option Agreement of LSB Industries, Inc., which is incorporated by reference to Exhibit 10.8 to the Company's Form 10-K for the fiscal year ended December 31, 2015, filed February 29, 2016.
4.10	Form of Restricted Stock Agreement of LSB Industries, Inc., which is incorporated by reference to Exhibit 10.3 to the Company's Form 8-K, filed January 8, 2016.
5.1*	Opinion of Vinson & Elkins LLP as to the legality of the securities being registered.
23.1*	Consent of Ernst & Young, LLP.
23.2*	Consent of Pinnacle Energy Services, LLC
23.3*	Consent of Vinson & Elkins LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included as part of the signature pages to the Registration Statement).

* Filed herewith.

Vinson & Elkins

February 29, 2016

LSB Industries, Inc.
16 South Pennsylvania Avenue
Oklahoma City, Oklahoma 73107

Ladies and Gentlemen:

We have acted as counsel for LSB Industries, Inc., a Delaware corporation (the "Company"), in connection with the Company's registration under the Securities Act of 1933, as amended (the "Act"), of the offer and sale of an aggregate of up to 397,890 shares of the Company's common stock, par value \$0.10 per share (the "Shares"), pursuant to the Company's registration statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") on February 29, 2016, which Shares may be issued from time to time in accordance with the terms of the the LSB Industries, Inc. 2008 Incentive Stock Plan, as amended (the "Plan").

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Registration Statement, (ii) certain resolutions adopted by the board of directors of the Company, (iii) the Plan, and (iv) such other certificates, instruments, and documents as we have considered necessary for purposes of this opinion letter. As to any facts material to our opinions, we have made no independent investigation or verification of such facts and have relied, to the extent that we deem such reliance proper, upon certificates of public officials and officers or other representatives of the Company.

We have assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authority of all persons signing all documents submitted to us on behalf of the parties to such documents, (iv) the authenticity of all documents submitted to us as originals, (v) the conformity to authentic original documents of all documents submitted to us as copies, (vi) that all information contained in all documents reviewed by us is true, correct and complete, and (vii) that the Shares will be issued in accordance with the terms of the Plan.

Based on the foregoing and subject to the limitations set forth herein, and having due regard for the legal considerations we deem relevant, we are of the opinion that the Shares have been duly authorized and, when the Shares are issued by the Company in accordance with the terms of the Plan and the instruments executed pursuant to the Plan, as applicable, that govern the awards to which any Share relates, the Shares will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the General Corporation Law of the State of Delaware. We express no opinion as to any other law or any matter other than as expressly set forth above, and no opinion as to any other law or matter may be inferred or implied herefrom. The opinions expressed herein are rendered as of the date hereof and we expressly disclaim any obligation to update this letter or advise you of any change in any matter after the date hereof.

Vinson & Elkins LLP Attorneys at Law
Abu Dhabi Austin Beijing Dallas Dubai Hong Kong Houston London
Moscow New York Palo Alto Riyadh San Francisco Tokyo Washington

Trammell Crow Center, 2001 Ross Avenue, Suite 3700
Dallas, TX 75201-2975
Tel +1.214.220.7700 **Fax** +1.214.220.7716 **www.velaw.com**

This opinion letter may be filed as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Vinson & Elkins L.L.P.
Vinson & Elkins L.L.P.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-153103) pertaining to the LSB Industries, Inc. 2008 Incentive Stock Plan, as amended, of our report dated February 29, 2016, with respect to the consolidated financial statements and schedule of LSB Industries, Inc. and the effectiveness of internal control over financial reporting of LSB Industries, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2015, filed with the Securities and Exchange Commission.

/s/ Ernst & Young, LLP
Oklahoma City, Oklahoma
February 29, 2016

CONSENT OF PINNACLE ENERGY SERVICES, LLC

We have issued our report letter dated February 4, 2016 for the year ended December 31, 2015 on estimates of proved reserves and future net cash flows of certain oil and natural gas properties located in Wyoming County, Pennsylvania of Zena Energy, L.L.C. As independent oil and gas consultants, we hereby consent to the use and inclusion of information from the aforementioned report letter as attached as Exhibit 99.1 to the LSB Industries, Inc. Annual Report on Form 10-K for the fiscal year ended December 31, 2015 and incorporated by reference in the Registration Statement on Form S-8 of LSB Industries, Inc. ("LSB Form S-8"). We hereby also consent to the references to our firm and to the use of our name, as it appears under the caption "Experts," in the LSB Form S-8.

PINNACLE ENERGY SERVICES, LLC

By: /s/ John Paul Dick

Name: John Paul Dick

Title: Manager, Registered Petroleum Engineer

February 29, 2016
Oklahoma City, Oklahoma