EAGLE MATERIALS INC
Form 424B5
September 26, 2012

Filed Pursuant to Rule 424(b)(5)
Registration No. 333-181767

The information in this prospectus supplement is not complete and may be changed. A registration statement relating to these securities has become effective under the Securities Act of 1933, as amended. This prospectus supplement and the accompanying prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to Completion

Preliminary Prospectus Supplement dated September 26, 2012

PROSPECTUS SUPPLEMENT

(To prospectus dated May 30, 2012)

3,000,000 Shares

Eagle Materials Inc.

Common Stock

We are selling 3,000,000 shares of our common stock.

Our shares trade on the New York Stock Exchange under the symbol EXP. On September 25, 2012, the last sale price of the shares as reported on the New York Stock Exchange was $44.83 per share.

Investing in our common stock involves risks that are described in the Risk Factors section beginning on page S-23 of this prospectus supplement and on page 6 of the accompanying prospectus, as well as the Risk Factors section included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2012 and our Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, incorporated by reference in this prospectus supplement and the accompanying prospectus.

	Per Share	Total
Public offering price	$	$
Underwriting discount	$	$
Proceeds, before expenses, to us	$	$

The underwriters may also exercise their option to purchase up to an additional 450,000 shares from us, at the public offering price, less the underwriting discount, for 30 days after the date of this prospectus supplement to cover overallotments, if any.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement and the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The shares will be ready for delivery on or about , 2012.

Joint Book-Running Managers

BofA Merrill Lynch **Goldman, Sachs & Co.**

The date of this prospectus supplement is , 2012.

Table of Contents

TABLE OF CONTENTS

Prospectus Supplement

Prospectus

Table of Contents

IMPORTANT INFORMATION ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering of our common stock. The second part is the accompanying prospectus, dated May 30, 2012, which provides more general information, some of which may not apply to this offering. The accompanying prospectus was filed with the Securities and Exchange Commission (the SEC) as part of our registration statement on Form S-3 (File No. 333-181767), which we filed with the SEC in order to register certain of our shares of common stock and other securities under the Securities Act of 1933, as amended (the Securities Act).

This prospectus supplement and the information incorporated by reference in this prospectus supplement may add, update or change information contained in the accompanying prospectus. If there is any inconsistency between the information in this prospectus supplement and the information contained in the accompanying prospectus, the information in this prospectus supplement will apply and will supersede the information in the accompanying prospectus. Any statements contained in a previously filed document incorporated by reference into this prospectus supplement and the accompanying prospectus are deemed to be modified or superseded for purposes of this prospectus supplement and the accompanying prospectus to the extent that a statement contained in this prospectus supplement, or in any subsequently filed document also incorporated by reference herein, modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement or the accompanying prospectus. Please read Incorporation of Certain Information By Reference on page S-3 of this prospectus supplement.

You should rely only on the information contained in or incorporated by reference into this prospectus supplement, the accompanying prospectus and any free writing prospectus prepared by us or on our behalf relating to this offering of shares of common stock. Neither we nor the underwriters have authorized anyone to provide you with additional or different information. If anyone provides you with additional, different or inconsistent information, you should not rely on it. We are offering to sell the shares of common stock, and seeking offers to buy the shares of common stock, only in jurisdictions where offers and sales are permitted. You should not assume that the information contained in this prospectus supplement, the accompanying prospectus or any free writing prospectus is accurate as of any date other than the dates shown in these documents or that any information we have incorporated by reference herein is accurate as of any date other than the date of the document incorporated by reference. Our business, financial condition, results of operations and prospects may have changed since such dates.

Unless we have indicated otherwise, references in this prospectus supplement to Eagle Materials, we, us and our company or similar terms are references to Eagle Materials Inc., a Delaware corporation, its consolidated subsidiaries and its joint ventures.

Table of Contents

WHERE YOU CAN FIND MORE INFORMATION

We are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended (the Exchange Act), and in accordance therewith we file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any reports, statements or other information we file with the SEC at its Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the SEC s Public Reference Room by calling the SEC at 1-800-SEC-0330. Our SEC filings are also available to the public from commercial document retrieval services and at the worldwide web site maintained by the SEC at http://www.sec.gov. You may also inspect those reports, proxy statements and other information concerning us at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005, on which shares of our common stock are currently listed.

We have filed with the SEC a registration statement on Form S-3 relating to the shares of common stock covered by this prospectus supplement. This prospectus supplement and the accompanying prospectus are a part of the registration statement and do not contain all of the information contained in the registration statement. Whenever a reference is made in this prospectus supplement or the accompanying prospectus to a contract or other document of our company or one of our subsidiaries, the reference is only a summary and you should refer to the exhibits that are a part of the registration statement for a copy of the contract or other document. You may review a copy of the registration statement and all of its exhibits at the SEC s Public Reference Room in Washington, D.C., as well as through the SEC s website.

Table of Contents

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The SEC allows information to be incorporated by reference into this prospectus supplement and the accompanying prospectus, which means that important information can be disclosed to you by referring you to another document filed separately by us with the SEC. The information incorporated by reference is deemed to be part of this prospectus supplement and the accompanying prospectus, except to the extent that such information is modified or superseded by information in this prospectus supplement. The information incorporated by reference is an important part of this prospectus supplement and the accompanying prospectus, and information that we file later with the SEC will automatically update and supersede this information. This prospectus supplement incorporates by reference the following documents (other than documents or information deemed to have been furnished and not filed in accordance with SEC rules):

- our Annual Report on Form 10-K for the year ended March 31, 2012;
- our Quarterly Report on Form 10-Q for the quarter ended June 30, 2012;
- our Current Reports on Form 8-K filed on May 18, 2012, June 25, 2012, August 9, 2012 and September 26, 2012;
- the description of our preferred stock purchase rights in our amended registration statement on Form 8-A/A (File No. 001-12984) filed pursuant to the Exchange Act on April 11, 2006; and
- the description of our common stock, par value $.01 per share, in our amended registration statement on Form 8-A/A (File No. 001-12984) filed pursuant to the Exchange Act on April 11, 2006.

In addition, all documents that we file with the SEC on or after the date hereof under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than information contained in any current report on Form 8-K that is furnished and deemed not filed) will be incorporated by reference until the offering to which this prospectus supplement relates is completed.

Documents incorporated by reference are available from us without charge, excluding exhibits to those documents unless the exhibit has been specifically incorporated by reference as an exhibit in this prospectus supplement. You may obtain without charge a copy of documents that are incorporated by reference in this prospectus supplement by requesting them in writing or by telephone at the following address: Eagle Materials Inc., 3811 Turtle Creek Blvd., Suite 1100, Dallas, Texas 75219, Attention: Secretary. Our telephone number at such address is (214) 432-2000.

Table of Contents

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Some of the information included in this prospectus supplement, the accompanying prospectus and the documents we incorporate by reference herein and therein consists of forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act and the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the context of the statement and generally arise when we are discussing our beliefs, estimates or expectations regarding future events. Generally, the words believe, expect, intend, estimate, anticipate, project, may, can, could, might, will and similar expressions identify forward-which relate to a variety of matters, expected operating and performing results, proposed transactions and the financing thereof and the satisfaction of conditions relating to such transactions and financing, plans and objectives of management, future developments or conditions in the industries in which we participate, audits and legal proceedings to which we are a party and other trends, developments and uncertainties that may affect our business in the future.

Forward-looking statements are not historical facts or guarantees of future performance but instead represent only our belief at the time the statements were made regarding future events which are subject to certain risks, uncertainties and other factors, many of which are outside our control. Actual results and outcomes may differ materially from what is expected, estimated or forecast in such forward-looking statements. Any or all of the forward-looking statements made by us may turn out to be materially inaccurate. This can occur as a result of incorrect assumptions, changes in facts and circumstances or the effects of known or unknown risks and uncertainties. The principal risks and uncertainties that we believe may affect our actual performance include those described under Cautionary Statement Regarding Forward-Looking Statements beginning on page 5 of the accompanying prospectus, under Risk Factors and Forward-Looking Statements in our Annual Report on Form 10-K for the fiscal year ended March 31, 2012 and under Risk Factors in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 and under Risk Factors beginning on page S-23 of this prospectus supplement and on page 6 of the accompanying prospectus. See Where You Can Find More Information.

With respect to our proposed acquisition of the Lafarge Target Business (as defined below) described in this prospectus supplement, factors, risks and uncertainties that may cause actual events and developments to vary materially from those anticipated in forward-looking statements include, but are not limited to, our ability to complete the acquisition within the expected timeframe or at all, failure to realize the expected benefits of the transaction, possible negative effects of announcement or consummation of the transaction, significant transaction costs or unknown liabilities, and general economic and business conditions that may affect us following acquisition.

All forward-looking statements in this prospectus supplement, the accompanying prospectus and any free-writing prospectus are made as of the date on its cover page and any forward-looking statements incorporated by reference herein are made as of the date of the document incorporated by reference. The risk that actual results will differ materially from expectations expressed in any such document will increase with the passage of time. Unless otherwise required by law, we undertake no obligation, and disclaim any duty, to publicly update or revise any forward-looking statements, whether as a result of new information, future events, changes in our expectations or otherwise.

CERTAIN MARKET, INDUSTRY AND OTHER DATA

Certain market data contained in or incorporated by reference in this prospectus supplement or the accompanying prospectus are based on independent industry publications and reports by market research firms. Although we believe these sources are reliable, we have not independently verified the information and cannot guarantee its accuracy and completeness. Some data are also based on our good faith estimates, which are derived from internal surveys, studies or reports, as well as the independent sources referred to above.

Information contained in or incorporated by reference in this prospectus supplement regarding the Lafarge Target Business, including the financial statements for the Lafarge Target Business included in our Current Report on Form 8-K filed on September 26, 2012, was obtained by us from Lafarge North America Inc. (Lafarge North America). Lafarge North America is not soliciting investments in our common stock or otherwise participating in this offering, and makes no representation or warranty of any kind to investors who elect to acquire our common stock in this offering.

Table of Contents

NON-GAAP FINANCIAL MEASURES

We use Adjusted EBITDA in this prospectus supplement. Adjusted EBITDA represents net earnings before interest, income taxes, depreciation, amortization, certain other non-cash or non-routine items, acquisition costs and other overhead costs allocated to the Lafarge Target Business. Adjusted EBITDA is a performance measure defined and referred to in our bank credit facility and used by our management in connection with our business. We believe this or similar performance measures are commonly used by investors, financial analysts and other interested parties, to evaluate operating performance without regard to the effect of taxes, debt financing and certain accounting and other non-cash and non-routine items. Adjusted EBITDA may also be used by investors to measure a company s ability to service its debt and meet its other cash needs. Adjusted EBITDA is not required by or presented in accordance with generally accepted accounting principles in the United States (GAAP). Any analysis of non-GAAP financial measures should be used only in conjunction with results presented in accordance with GAAP.

Adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation, or as a substitute for analysis of our results as reported under GAAP. For example, Adjusted EBITDA does not reflect (1) the tax payments that represent a reduction in cash available to us, (2) the cash requirements necessary to service principal or interest payments on our indebtedness, (3) the cash expenditures, or future requirements, for capital expenditures or contractual commitments, (4) the changes in, or cash requirements for, our working capital needs, (5) the impact of certain cash charges resulting from matters we consider not to be indicative of our ongoing operations, (6) any cash requirements for the replacement cost of assets being depreciated or amortized and (7) non-cash compensation. Accordingly, Adjusted EBITDA should not be considered a measure of discretionary cash available to us to invest in the operation or growth of our business or as an alternative indicator of liquidity to cash flows from operations. Also, Adjusted EBITDA should not be used as an alternative to operating earnings and net earnings attributable to common stockholders as a measure of operating performance. The presentation of Adjusted EBITDA in this prospectus supplement may be different from other similarly-titled measures used by other companies, limiting its usefulness as a comparative measure. Because of these limitations, you should primarily rely on our GAAP results and use Adjusted EBITDA only as a supplement.

When we refer to Adjusted EBITDA in this prospectus supplement, we provide a description of the calculation of Adjusted EBITDA and an unaudited reconciliation of Adjusted EBITDA to net earnings. See the footnotes to the tables under the heading Prospectus Supplement Summary Summary Historical Financial Information and Prospectus Supplement Summary Summary Pro Forma Financial Information.

Table of Contents

PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights certain information about us, this offering and other matters discussed in this prospectus supplement, the accompanying prospectus and in the documents we incorporate herein and therein by reference. This summary does not contain all of the information that you should consider in connection with an investment in our common stock. You should read this entire prospectus supplement, the accompanying prospectus and the documents incorporated herein and therein by reference before investing in our common stock. Please read Risk Factors beginning on page S-23 of this prospectus supplement and on page 6 of the accompanying prospectus, as well as the Risk Factors sections included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2012 (the Fiscal 2012 10-K) and our Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 (the First Quarter Fiscal 2013 10-Q), which are incorporated by reference in this prospectus supplement and the accompanying prospectus, for information regarding risks you should consider. Unless the context otherwise indicates, the information included in this prospectus supplement assumes that the underwriters do not exercise their option to purchase additional shares of common stock.

Our Company

Eagle Materials is a diversified producer of basic building products used in residential, industrial, commercial and infrastructure construction and in oil and gas production. We operate in four business segments, through which we conduct the following activities:

- *Cement*: We mine limestone and manufacture, produce, distribute and sell portland cement, which is a basic construction material that is the essential binding ingredient in concrete, and specialty cement products, which are used in the casing of oil and gas wells.

- *Gypsum wallboard*: We mine gypsum and manufacture and sell gypsum wallboard, which is used to finish the interior walls and ceilings in residential, commercial and industrial structures.

- *Recycled paperboard*: We manufacture and sell recycled paperboard, which is used to produce gypsum wallboard (including our own gypsum wallboard) and other industrial and consumer paperboard products.

- *Concrete and aggregates*: We distribute and sell readymix concrete, which is a versatile, low-cost material widely used in construction, and mine and sell aggregates, including crushed stone, sand and gravel, which are used as components of composite building and construction materials.

Our principal lines of business are our cement and gypsum wallboard businesses. Our cement business is supported by our concrete and aggregates business, and our gypsum wallboard business is supported by our recycled paperboard business.

We currently operate four cement plants (one of which is held by a joint venture in which we have a 50% interest), five gypsum wallboard plants (one of which is temporarily idled), one recycled paperboard plant, nine readymix concrete plants and two aggregates facilities. On September 26, 2012, we signed a definitive agreement to acquire a cement plant in Sugar Creek, Missouri (near Kansas City) and a cement plant in Tulsa, Oklahoma, the related cement distribution terminals, two aggregates quarries, eight ready-mix plants, certain fly ash operations and certain other related assets such as equipment, accounts receivable and inventory (the Lafarge Target Business) used by Lafarge North America and its subsidiaries to produce, sell and distribute portland cement and concrete. See Proposed Acquisition of Lafarge Target Business.

Our operations are geographically diversified within the United States, which subjects us to economic conditions in each geographic market as well as the national construction market. The principal markets for our cement products are Texas, northern Illinois (including Chicago), the Rocky Mountains, northern Nevada and northern California. The cement plants and other facilities we plan to acquire from Lafarge North America serve the Missouri, Kansas and Oklahoma markets, which would broaden our geographic reach, and fill an important geographic gap, in the adjacent markets in the south central United States. The acquisition of the Lafarge Target Business would also create new opportunities to pursue oil and gas well cement sales in nearby areas that contain high-growth hydrocarbon exploration plays. Our gypsum wallboard operations are more national in scope, but our sales of gypsum wallboard are concentrated in the markets closest to our production facilities. Our paperboard operations are national in scope. Our concrete and aggregates businesses are local in nature and serve the areas immediately surrounding Austin, Texas and areas north of Sacramento, California.

In fiscal year ending March 31, 2012, which we refer to as fiscal year 2012, our net sales were $495.0 million, of which 31% was generated by our cement business, 44% by our gypsum wallboard business, 16% by our recycled paperboard business and 9% by our concrete and aggregates business. During fiscal year 2012, we sold 2.7 million short tons of cement, 1,633 million square feet of gypsum wallboard, 230,000 tons of recycled paperboard, 2.2 million tons of aggregates and 507,000 cubic yards of concrete. For the twelve-month period ended June 30, 2012, we generated total revenue, net earnings and Adjusted EBITDA of approximately $529.3 million, $31.9 million and $118.6 million, respectively.

Although each of our businesses has been adversely impacted by the economic downturn that began in 2007, cement consumption in the United States, as estimated by the Portland Cement Association, increased 2% to 72 million metric tons in calendar 2011 as compared to 70 million metric tons in calendar 2010, with imported cement consumption remaining stable at approximately 9% of total sales during calendar 2011. We have benefitted from this increase in consumption, as our cement sales volumes increased approximately 15% in the twelve months ended June 30, 2012, as compared to the prior twelve-month period ended June 30, 2011. The increases in cement volumes occurred in all of our geographic markets, except Texas, which remained sold-out during these same periods despite the economic downturn. Utilization of our gypsum wallboard manufacturing facilities was slightly over 50% in the last twelve-month period ended June 30, 2012, which was consistent with the industry as a whole. However, we successfully implemented a 35% price increase in January 2012 and we have announced an additional 25% price increase that is scheduled to be effective January 1, 2013. These price increases have been supported by increases in housing and construction activities in the areas in which we operate.

In many cases, declines in the industries we serve have historically been followed by strong recoveries. We believe we are positioned to benefit as economic conditions continue to improve due to our competitive strengths and growth strategy, as outlined below.

Competitive Strengths

We believe the following competitive strengths differentiate us from our competitors and contribute to our continued success.

Low Cost Producer. We believe that maintaining our position as a low cost producer is a key factor to our success in the largely commodity-based industries in which we operate. We strive to remain a low cost producer by operating more efficiently than our competitors, specifically in the areas of raw material extraction, energy usage, waste and overhead. We focus on maintaining our facilities in like-new condition through our strategic investment and maintenance program. We have also realized significant savings by vertically integrating our recycled paperboard and gypsum wallboard operations. As a result of these efforts, and unlike many of our competitors, we were able to generate positive cash flow and maintain profitability on a consolidated basis in each fiscal year since the start of the recent economic downturn, and believe we are positioned to benefit from future market and economic improvements.

Table of Contents

Leading Market Positions in Attractive Markets. Many of our plants are strategically located in close proximity to markets with favorable end-user demand for our products. The high cost of transporting cement provides us with a competitive advantage relative to out-of-market competitors. In addition, we believe that our customer service and in-depth market knowledge are essential to maintaining existing customers and securing new business in our principal markets. We have a leading presence as a supplier of oil and gas well cement to drilling service companies in Texas and the Rocky Mountain states and believe the proximity of our operations to active oil and gas basins provides us with significant geographic advantages in servicing customer needs in these regions. Furthermore, our 30-year history as a leading supplier of specialty oil and gas well cement creates a competitive advantage given the product quality and uniformity demands in this market.

High Barriers to Competitive Entry. The U.S. cement industry has relatively high barriers to entry. Zoning and environmental permitting regulations make it difficult to establish new cement plants in the United States, particularly in closer-to-market urban and suburban areas. In addition, establishing a new plant would involve significant up-front costs and long lead times. It can also be difficult for new market participants to be competitive in the production of certain products, including specialty oil and gas well cement, due to the complexity of creating a uniform, high-quality product that meets the requirements of customers. Furthermore, any new entrant in the U.S. cement industry would need to obtain access to limestone and aggregates reserves in close proximity to its operations. Our reserves provide us with a competitive advantage due to their sufficiency and their proximity to our production facilities. We believe that the estimated recoverable limestone reserves owned or leased by us will permit each of our cement plants to operate at our present production capacity for at least 30 years. In addition, based on its current production capacity, we estimate our northern California and Austin, Texas aggregate quarries contain over 100 years and 50 years, respectively, of reserves for our aggregates business.

Diversified Product and Geographic Mix. Our revenues are diversified across the various construction materials we sell, including cement, gypsum wallboard, recycled paperboard and concrete and aggregates. These products exhibit somewhat different drivers of demand, with cement being more dependent on infrastructure, non-residential construction and oil and gas drilling activity, and wallboard being more dependent on levels of new residential housing and repair and remodel activity. We are also diversified across various regions in the United States, many of which we believe have favorable growth rates relative to national averages due to longstanding demographic and industry trends. We maintain a broad and diverse base of long-term customers with no single customer accounting for more than 6% of sales on a consolidated basis in fiscal year 2012.

Experienced Management Team. Our senior management team has extensive experience, with an average of over 20 years in the industry, spanning several business cycles. Our senior management team, led by our chief executive officer, Steven Rowley, has been integral to our successful navigation through the prolonged economic downturn by continuing to execute on our low cost producer strategy. Steven Rowley started with Eagle Materials 21 years ago and became our chief executive officer in 2003.

Business Strategy

We intend to grow our business profitably through the following strategic initiatives.

Maintain Low Cost Operating Structure. Our focus on being a low cost producer has enabled us to generate significant cash flow from our business and remain profitable on a consolidated basis during each year since the beginning of the recent economic downturn, an achievement not matched by many of our competitors. We have exhibited strong cost management at all stages of recent economic cycles. As demand rebounds from trough levels, we have historically experienced pronounced increases in pricing, creating substantial operating leverage and cash flow.

Grow Through Acquisitions. We have successfully used acquisitions and joint venture arrangements to capitalize on opportunities and to enhance our operations and business lines. In general, we selectively pursue acquisitions of businesses that we believe are a compelling fit with our existing operations and provide an opportunity to generate attractive returns. On September 26, 2012, we announced an agreement to acquire the Lafarge Target Business, consisting of two cement plants and certain other facilities and assets from Lafarge North America. This proposed acquisition is consistent with our core strategy to grow our U.S. cement business and we expect it will increase our annual cement capacity by more than 60%. See Proposed Acquisition of Lafarge Target Business. In the future, we plan to continue to pursue strategic acquisitions that we believe will provide an attractive return for our stockholders.

Pursue Adjacent Business Opportunities With Strong Macro Economic Trends. We continue to pursue opportunities in businesses that are naturally adjacent to our existing core businesses and would allow us to leverage our core competencies and existing infrastructure and customer relationships. During fiscal year 2012, we purchased land with mineral reserves in the Midwest for the purpose of developing a frac sand business to serve the oil services and other industrial end markets. We have finalized permitting and plant design and are now focused on plant construction. We anticipate additional capital expenditures in the range of $25 million to $50 million during fiscal years 2013 and 2014 to support the development of our frac sand business. We are also continuing to increase our production of specialty oil and gas well cement. This specialty cement generates higher profit margins than other cement sales and we are among the few companies that produce it.

Proposed Acquisition of Lafarge Target Business

On September 26, 2012, we entered into a definitive asset purchase agreement with Lafarge North America providing for the acquisition (the Acquisition) by us of the Lafarge Target Business, which represents a substantial majority of the assets used by Lafarge North America and its subsidiaries in connection with the production, sale and distribution of portland cement and concrete in or near Kansas City, Missouri and Tulsa, Oklahoma. The purchase price to be paid by us for these assets is approximately $446 million (including working capital, subject to customary post-closing adjustments), all of which is payable in cash. The assets of the Lafarge Target Business to be acquired by us include the following:

- two cement plants located in Sugar Creek, Missouri and Tulsa, Oklahoma;
- related cement distribution terminals located in Sugar Creek and Springfield, Missouri; Omaha, Nebraska; Iola and Wichita, Kansas; and Oklahoma City, Oklahoma;
- two aggregates quarries near Sugar Creek, Missouri;
- eight ready-mix plants located in or near Kansas City, Missouri;
- certain fly ash operations conducted in the Kansas City, Missouri area; and
- certain related assets such as equipment, accounts receivable and inventory.

In most cases, we will acquire ownership of these assets from Lafarge North America or its subsidiaries. However, the cement plant located in Sugar Creek, Missouri is leased by Lafarge North America pursuant to a long-term lease containing a purchase option exercisable by payment of a nominal fee. This lease, including the purchase option, will be transferred to us at the closing of the Acquisition. At the closing of the Acquisition, we will enter into certain ancillary agreements, including a transitional cement supply agreement and certain fuel supply agreements with Lafarge North America or one of its affiliates.

Table of Contents

We expect to realize several benefits from the Acquisition, including the following:

Compelling Geographic Fit. The Acquisition will allow us to expand the scope of our cement business in a geographic area that is complementary to our existing cement businesses. In particular, the location of the Lafarge Target Business will allow us to create a network of cement plants and distribution terminals in the United States, stretching from the Western (Northern California) to East Central (Michigan) regions and from Midwestern (Kansas) to South Central (Gulf Coast) regions of the United States. We currently do not sell any material amount of cement or concrete in the principal markets served by the Lafarge Target Business, including large portions of Missouri, Kansas and Oklahoma. The location of the Lafarge Target Business is also attractive due to its long distance from ports, which reduces exposure to cement supply imports. This expanded network of plants and terminals will also provide us with greater strategic flexibility to transport products within the network to satisfy demand for cement more efficiently in the areas we serve.

Meaningful Financial Contribution. We expect the Acquisition to provide a meaningful contribution to our total revenue and cement production capacity. On a pro forma basis, after giving effect to the Acquisition, our total revenue, Adjusted EBITDA and net earnings would increase by approximately 34%, 33% and 31%, respectively, for the twelve-month period ended June 30, 2012 as compared to our historical revenue for such period. Moreover, we expect that the Acquisition would increase our current cement production capacity by approximately 60%.

Increased Exposure to Attractive End-Markets. The Acquisition will allow us to participate to a greater degree in the U.S. construction recovery and permit us to enter into new markets that we believe offer favorable growth opportunities. The location of the Lafarge Target Business provides us with access to additional major oil and gas basins. We believe this access, along with our 30-year history as a leading supplier, will facilitate our efforts to expand sales of our specialty oil and gas well cement in nearby high-growth hydrocarbon exploration plays.

Cost Savings and Other Synergies. We expect that the Acquisition will give us the opportunity to realize certain cost savings and other synergies resulting from the combination of our cement operations with those of the Lafarge Target Business. In particular, we expect that we will be able to achieve significant cost savings in the form of a reduction in overhead costs as compared to the costs incurred historically by the Lafarge Target Business. The Lafarge Target Business, as part of the Lafarge S.A. international organization, is subject to an overhead allocation structure that will not continue after the closing of the Acquisition.

Capitalizing on Infrastructure Spending. We expect the Acquisition will help position us to capitalize on any long-term increases in infrastructure spending. Although we do not expect a significant increase in spending for infrastructure in calendar 2012, the Portland Cement Association projects that spending in calendar 2013 will exceed that of 2011 and 2012. In connection with infrastructure projects involving the building of roads, we expect that there will continue to be increased demand for concrete as compared to asphalt, based on quality and cost advantages both on a per mile and a life cycle cost basis.

We expect to fund the purchase price payable in the Acquisition through a combination of borrowings under our bank credit facility and the proceeds from this offering. We recently expanded our bank credit facility and, as a result, the maximum amount of available borrowings under our bank credit facility is currently $400 million, less the amount of any outstanding borrowings and outstanding letters of credit, subject to customary funding conditions. As of August 31, 2012, we had approximately $35 million of borrowings outstanding under our bank credit facility and approximately $7 million of outstanding letters of credit.

Table of Contents

The closing of the Acquisition is expected to occur in November or December 2012 and is subject to the receipt of certain third-party consents and other customary conditions, including the receipt of required regulatory approvals. There can be no assurance that we will complete the Acquisition on the terms described herein or at all. The consummation of this offering is not conditioned upon the closing of the Acquisition. See Use of Proceeds on page S-29 of this prospectus supplement.

Other Recent Developments

Set forth below are certain preliminary estimates of our results of operations for the two-month period ended August 31, 2012 compared with actual results for the two-month period ended August 31, 2011. The preliminary results for the two-month period ended August 31, 2012 have not yet been reviewed by our independent accountants. We present these estimates in this prospectus supplement to illustrate the trends we are experiencing in the current fiscal quarter.

The following are preliminary estimates for the two-month period ended August 31, 2012:

Revenues of $112.8 million, 24% greater than revenues for the two-month period ended August 31, 2011. The increase in total revenue is primarily due to a 30% increase in average gypsum wallboard net sales prices and improved sales volumes in cement and gypsum wallboard.

Segment operating earnings of $28.2 million, 131% greater than segment operating earnings for the two-month period ended August 31, 2011. The increase in segment operating earnings is primarily due to higher average gypsum wallboard net sales prices and improved cement and gypsum wallboard sales volumes. Segment operating earnings does not include corporate, general and administrative expenses.

	Two Months Ended August 31, 2012	2011	Percentage Change
	(in thousands)		
Revenue	$ 112,790	$ 91,186	24%
Segment Operating Earnings	$ 28,243	$ 12,241	131%
Earnings Before Interest and Income Taxes	$ 23,242	$ 9,067	156%

The following table highlights certain operating information relating to our cement and gypsum wallboard businesses. The segment information below does not include corporate, general and administrative expenses.

	Two Months Ended August 31, 2012	2011	Percentage Change
	(in thousands)		
Revenues			
Cement (1)	$ 64,394	$ 55,955	15%
Gypsum Wallboard	$ 65,282	$ 50,693	29%
Operating Income			
Cement	$ 12,050	$ 10,410	16%
Gypsum Wallboard	$ 16,183	$ 1,834	782%
Sales Volumes			
Cement (M Tons)	597	528	13%
Gypsum Wallboard (MMSF)	343	278	23%

(1) Includes our proportional share of our Joint Venture revenues of $16.4 million and $15.0 million, respectively.

S-12

Table of Contents

The estimates provided above are based upon available information and assumptions that we believe are reasonable. However, these are only preliminary estimates of our operating results and it is possible that our final results for the two-month period ended August 31, 2012 will be different from the information presented above and that the final reported results for the three-month period ending September 30, 2012 will not continue the trends we experienced in the first two months of the quarter. Prospective purchasers of our common stock should not place undue reliance on the preliminary data presented above. See Risk Factors Risks Relating to our Common Stock There are material limitations in estimating our results for prior periods before the completion of our and our auditors normal review procedures for such periods.

Corporate Information

We are a Delaware corporation with our principal executive offices located at 3811 Turtle Creek Blvd., Suite 1100, Dallas, Texas 75219. Our telephone number at such address is (214) 432-2000, and our website is www.eaglematerials.com. Information contained on our website is not incorporated by reference in this prospectus supplement or the accompanying prospectus and you should not consider that information a part of this prospectus supplement or the accompanying prospectus. Our website address is included in this prospectus supplement as an inactive textual reference only.

Table of Contents

The Offering

Issuer	Eagle Materials Inc.
Common stock offered	3,000,000 shares (3,450,000 shares if the underwriters exercise in full their option to purchase additional securities).
Option to purchase additional securities	The underwriters have an option for a period of 30 days from the date of this prospectus supplement to purchase up to an additional 450,000 shares of common stock at the public offering price, less underwriting discounts and commissions, to cover overallotments, if any.
Common stock outstanding after this offering (1)	48,397,353 shares (48,847,353 shares if the underwriters exercise in full their option to purchase additional securities).
Use of proceeds	We estimate that the net proceeds from this offering will be approximately $ million after payment of underwriting discounts, commissions and our estimated offering expenses. We intend to use the net proceeds from this offering, together with borrowings under our bank credit facility, to fund the payment of the purchase price in the Acquisition. The consummation of this offering is not conditioned on the closing of the Acquisition. If we do not consummate the Acquisition, we intend to use the net proceeds from this offering for general corporate purposes. See Use of Proceeds.
Risk factors	You should carefully consider the information set forth in the section of this prospectus supplement entitled Risk Factors beginning on page S-23 and on page 6 of the accompanying prospectus, as well as the Risk Factors sections included in the Fiscal 2012 10-K and the First Quarter Fiscal 2013 10-Q, before deciding whether to invest in our common stock.
New York Stock Exchange symbol	EXP

(1) The number of shares of common stock outstanding after this offering is based on 45,397,353 shares of common stock outstanding as of September 25, 2012. The number of shares of common stock to be outstanding after this offering excludes, as of September 25, 2012:

- 3,642,084 shares of our common stock issuable upon the exercise of outstanding stock options exercisable with a weighted average exercise price of $35.82 per share;
- 75,095 shares that may be issued pursuant to the vesting of restricted stock units; and
- 1,325,045 other shares that are unissued but reserved for issuance under our equity compensation plan.

Table of Contents

Summary Historical Financial Information

The following tables set forth certain historical financial information for Eagle Materials and the Lafarge Target Business.

Eagle Materials

The following table sets forth summary historical consolidated financial data of Eagle Materials, as of the dates and for the periods indicated. The consolidated statement of earnings and balance sheet data of Eagle Materials as of and for the fiscal years ended March 31, 2012, 2011 and 2010 have been derived from our audited consolidated financial statements contained in the Fiscal 2012 10-K, which are incorporated herein by reference. The summary statement of earnings and balance sheet data of Eagle Materials as of and for the three months ended June 30, 2012 and 2011 have been derived from our unaudited condensed consolidated financial statements contained in the First Quarter Fiscal 2013 10-Q, which have been prepared on a basis consistent with our annual audited consolidated financial statements. The historical results of operations for any period are not necessarily indicative of the results to be expected for any future period.

The summary historical consolidated financial data set forth below should be read in conjunction with, and are qualified by reference to, our consolidated financial statements and related notes and the section entitled Management s Discussion and Analysis of Financial Condition and Results of Operations included in the Fiscal 2012 10-K and our unaudited condensed consolidated financial statements and related notes and the section entitled Management s Discussion and Analysis of Financial Condition and Results of Operations included in the First Quarter Fiscal 2013 10-Q, which are incorporated herein by reference.

	Fiscal Year Ended March 31,			Three Months Ended June 30,	
	2012	2011	2010	2012	2011