

EAGLE MATERIALS INC  
Form DEFA14A  
July 10, 2013

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

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No. 1)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

**EAGLE MATERIALS INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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**3811 Turtle Creek Blvd, Suite 1100**

**Dallas, Texas 75219-4487**

These materials amend and supplement our definitive proxy statement filed with the Securities and Exchange Commission on June 21, 2013 (the Proxy Statement ) relating to the Annual Meeting of Stockholders of Eagle Materials Inc. (the Annual Meeting ), to be held at 8:00 a.m., local time, on Wednesday, August 7, 2013, at Arlington Hall at Lee Park, 3333 Turtle Creek Blvd., Dallas, Texas 75219.

In the Summary Compensation Table on page 35 of the Proxy Statement, the aggregate amount shown under the column Non-Equity Incentive Plan Compensation for Mr. Rowley for the fiscal year ended March 31, 2013 ( Fiscal 2013 ) inadvertently omitted the Fiscal 2013 cash award in the amount of \$520,000 that he was awarded under the Eagle Materials Inc. Long-Term Cash Compensation Program for Fiscal 2013 (the Rowley 2013 Long-Term Cash Award ). Under the terms of the award, this amount is payable ratably over five years. Despite this omission, the total amount of compensation earned by or paid to Mr. Rowley for Fiscal 2013 shown in the Summary Compensation Table (under the column Total ) is accurate, and includes the amount of the Rowley 2013 Long-Term Cash Award. In addition, the Rowley 2013 Long-Term Cash Award is accurately disclosed (i) on page 36 of the Proxy Statement in footnote 5 to the Summary Compensation Table, which is the footnote that provides additional information with regard to amounts disclosed under the column Non-Equity Incentive Plan Compensation, (ii) on page 32 of the Proxy Statement in the table that discloses cash awards made for Fiscal 2013 under the Eagle Materials Inc. Long-Term Cash Compensation Program, and (iii) on page 37 of the Proxy Statement in the Grants of Plan Based Awards Table. The omission of the Rowley 2013 Long-Term Cash Award from the amounts awarded to Mr. Rowley for Fiscal 2013 in the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table has no effect on any other amounts disclosed in the Summary Compensation Table or elsewhere in the Proxy Statement.

The Summary Compensation Table presented below replaces the Summary Compensation Table on page 35 of the original Proxy Statement. The sole change made to the amended Summary Compensation Table is to increase the amount set forth under the column Non-Equity Incentive Plan Compensation for Mr. Rowley for Fiscal 2013 by \$520,000 to \$1,238,131. For reference purposes, the footnotes to the Summary Compensation Table, which have not been amended or supplemented, are also reproduced below.

All information set forth in the Proxy Statement, as supplemented by the information above, should be considered in casting your vote by proxy or at the Annual Meeting.

**The date of these materials is July 10, 2013.**

## EXECUTIVE COMPENSATION

## Summary Compensation Table

The following table summarizes all fiscal 2011, 2012 and 2013 compensation earned by or paid to our Named Executive Officers, who consist of our Chief Executive Officer, our Chief Financial Officer and the three most highly compensated executive officers (other than the Chief Executive Officer and Chief Financial Officer) who were serving as executive officers at fiscal year-end.

Name and Principal Position	Fiscal Year Ended March 31,	Salary <sup>(1)</sup> (\$)	Bonus <sup>(2)</sup> (\$)	Stock Awards <sup>(3)</sup> (\$)	Option Awards <sup>(4)</sup> (\$)	Non-Equity Incentive Plan Compensation <sup>(5)</sup> (\$)	Change in Pension Value and Nonquali- fied Deferred Compensa- tion Earnings <sup>(6)</sup> (\$)	All Other Compen- sation <sup>(6)</sup> (\$)	Total (\$)
Steven R. Rowley, <i>President and Chief Executive Officer</i>	2013	\$ 860,000	\$ 281,869	\$ 520,000	\$ 1,560,000	\$ 1,238,131		\$ 125,656	\$ 4,585,656
	2012	860,000		2,850,000	950,000	334,130		88,546	5,082,676
	2011	820,000		1,439,638	131,125	294,944		66,399	2,752,106
D. Craig Kesler, <i>Executive Vice President Finance and Administration &amp; CFO</i>	2013	300,000	50,000	138,750	416,250	426,002		43,844	1,374,846
	2012	275,000		825,000	275,000	133,652		30,627	1,539,279
	2011	256,250		468,291	34,818	110,604		24,138	894,101
Gerald J. Essl, <i>Executive Vice President Cement/Aggregates and Concrete</i>	2013	350,000	100,000	150,000	450,000	408,402		49,815	1,508,217
	2012	350,000		918,750	306,250	212,693		35,296	1,822,989
	2011	333,125		496,768	43,708	209,460		27,590	1,110,652
David B. Powers, <i>Executive Vice President Gypsum</i>	2013	350,000		150,000	450,000	463,921		46,603	1,460,524
	2012	350,000	48,000	918,750	306,250	26,208		33,563	1,682,771
	2011	333,125	78,349	496,768	43,708	5,545		27,257	984,752
James H. Graass, <i>Executive Vice President, General Counsel and Secretary</i>	2013	350,000	50,000	138,750	416,250	426,002		48,895	1,429,897
	2012	350,000		862,500	287,500	133,952		35,688	1,669,340
	2011	333,125		477,784	37,782	110,604		29,001	988,296

- (1) Includes amounts deferred on a pre-tax or after-tax basis at the election of the executive under our PSRP, which is described in greater detail under "Profit Sharing and Retirement Plan" on page 32 of this proxy statement.
- (2) The amounts in this column represent payments to the Named Executive Officer under the Company's Special Situation Program for the applicable fiscal year.
- (3) The amounts in this column reflect the value of RSU awards and restricted stock awards made to the Named Executive Officer in each of the fiscal years presented and are consistent with the grant date fair value of the award computed in accordance with FASB ASC Topic 718. For assumptions used in determining these values, refer to (a) footnote (J) to the Company's audited financial statements for the fiscal year ended March 31, 2013 included in the Fiscal 2013 Form 10-K; (b) footnote (I) to the Company's audited financial statements for the fiscal year ended March 31, 2012 included in the Fiscal 2012 Form 10-K; and (c) footnote (I) to the Company's audited financial statements for the fiscal year ended March 31, 2011 included in the Company's Annual Report on Form 10-K filed with the SEC on May 26, 2011, or Fiscal 2011 Form 10-K. A portion of the amounts in this column for fiscal 2011 assumes the achievement of less than the highest level of performance conditions. The following table reflects the amounts assuming the highest level of performance conditions (i.e., the maximum amounts payable):

**Value at Highest Level of Performance (Fiscal 2011)**

<b>Name</b>	<b>Hold To Retirement Restricted Stock<sup>(1)</sup></b>	<b>Restricted Stock Units<sup>(2)</sup></b>	<b>Total</b>
Steven R. Rowley	\$ 1,012,490	\$ 1,708,594	\$ 2,721,084
D. Craig Kesler	354,386	455,625	810,011
Gerald J. Essl	354,386	569,532	923,917
David B. Powers	354,386	569,532	923,917
James H. Graass	354,386	493,594	847,979

- (1) The amount in the Summary Compensation Table column assumes the achievement of the highest level of performance conditions.
- (2) The amount in the Summary Compensation Table column assumes the achievement of less than the highest level of performance conditions with respect to this award. The fiscal 2011 awards to Messrs. Rowley, Kesler and Graass vested at 75.1%, the award to Mr. Powers vested at 62.5%, and the award to Mr. Essl vested at 85.96%. The unvested portion was forfeited.
- (4) The amounts in this column reflect the value of option awards made to the Named Executive Officer in each of the fiscal years presented and are consistent with the grant date fair value of the award computed in accordance with FASB ASC Topic 718. For assumptions used in determining these values, refer to (a) footnote (J) to the Company's audited financial statements for the fiscal year ended March 31, 2013 included in the Fiscal 2013 Form 10-K; (b) footnote (I) to the Company's audited financial statements for the fiscal year ended March 31, 2012 included in the Fiscal 2012 Form 10-K; and (c) footnote (I) to the Company's audited financial statements for the fiscal year ended March 31, 2011 included in the Fiscal 2011 Form 10-K. The amounts in this column for fiscal 2011 assume the achievement of less than the highest level of performance conditions; the amounts assuming the highest level of performance conditions would be as follows: Mr. Rowley \$524,500; Mr. Kesler \$139,274; Mr. Essl \$174,833; Mr. Powers \$174,833; and Mr. Graass \$151,127. The fiscal 2011 awards to Messrs. Rowley, Kesler and Graass vested at 75.1%, the award to Mr. Powers vested at 62.5%, and the award to Mr. Essl vested at 85.96%. The unvested portion was forfeited.
- (5) The amounts in this column represent payments to the Named Executive Officer under the applicable annual incentive compensation program for the applicable fiscal year. For fiscal 2013, the amounts also include the following awards to the Named Executive Officer under the Eagle Materials Inc. Long-Term Cash Compensation Program for Fiscal 2013, which are payable ratably to the Named Executive Officer over 5 years and are described in greater detail under **Cash Awards** on page 31 of this proxy statement: Mr. Rowley \$520,000; Mr. Kesler \$138,750; Mr. Essl \$150,000; Mr. Powers \$150,000; and Mr. Graass \$138,750. The amounts in this column do not reflect any dividend equivalent units which are accrued by or paid to holders of our RSUs at any time we pay a cash dividend on our Common Stock (see footnote 6 below).
- (6) The amounts shown in this column represent: (1) Company profit sharing contributions to the account of the Named Executive Officer under our PSRP; (2) Company contributions to the account of the Named Executive Officer under our SERP; (3) premium costs to the Company of life insurance policies obtained by the Company in connection with our SCP; (4) wellness awards; and (5) dividend equivalent RSUs. The PSRP is described in greater detail under **Profit Sharing and Retirement Plan** on page 32 of this proxy statement. During fiscal 2013, the Named Executive Officers each received \$25,000 in employer profit sharing contributions with respect to the PSRP. The SERP is described in greater detail under **SERP** on page 33 of this proxy statement. During fiscal 2013, the Named Executive Officers received the following employer contributions with respect to the SERP: Mr. Rowley \$61,000; Mr. Kesler \$4,375; Mr. Essl \$10,000; Mr. Powers \$10,000; and Mr. Graass \$10,000. The SCP is described in greater detail under **Salary Continuation Plan** on page 33 of this proxy statement. During fiscal 2013, the Company paid premium costs in the following amounts for life insurance policies obtained under the SCP with respect to the Named Executive Officers: Mr. Rowley \$5,274; Mr. Kesler \$5,274; Mr. Essl \$1,688; Mr. Powers \$1,938; and Mr. Graass \$3,967. For fiscal 2013, the amounts in this column also include the value of Common Stock paid during such fiscal year for dividend equivalent units. Dividend equivalent units are credited as additional RSUs to holders of our earned RSUs at any time we pay a cash dividend on our Common Stock. The value of the dividend equivalent units is not reflected in the **Stock Awards** column. In fiscal 2013, the Named Executive Officers were paid Common Stock for dividend equivalent units valued as follows: Mr. Rowley \$34,382; Mr. Kesler \$9,195; Mr. Essl \$13,127; Mr. Powers \$9,529; and Mr. Graass \$9,928. See footnote (1) to the **Option Exercises and Stock Vested** table on page 41 of this proxy statement.