

EAGLE MATERIALS INC

Form DEFA14A

February 21, 2006

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**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):
February 21, 2006

Eagle Materials Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-12984
(Commission File Number)

75-2520779
(IRS Employer
Identification No.)

3811 Turtle Creek Blvd., Suite 1100, Dallas, Texas
(Address of principal executive offices)

75219
(Zip code)

Registrant's telephone number including area code: **(214) 432-2000**

Not Applicable

(Former name or former address if changed from 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:

- 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))
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Item 8.01. Other Events.

On February 21, 2006, Eagle Materials Inc., a Delaware corporation (Eagle), issued a press release (the Press Release) announcing that the Eagle Board of Directors has set a record date and a meeting date for Eagle s Special Meeting of Stockholders for consideration of a proposal to amend Eagle s Restated Certificate of Incorporation to eliminate Eagle s dual class common stock structure. Holders of Eagle s Common Stock and Eagle s Class B Common Stock of record on February 28, 2006 will be entitled to vote on the proposal in person or by proxy at the Special Meeting of Stockholders to be held on April 11, 2006. The Press Release is filed pursuant to, and incorporated by reference in, this Item 8.01 as soliciting material pursuant to Rule 14a-12 of the Securities Exchange Act of 1934, as amended.

Item 9.01. Financial Statements and Exhibits.

| Exhibit Number | Description |
|---------------------------|--|
| 99.1 | Press Release dated February 21, 2006 issued by Eagle Materials Inc. (announcing record date and meeting date for special meeting) |

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SIGNATURES

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

EAGLE MATERIALS INC.

By: /s/ Arthur R. Zunker, Jr.

Name: Arthur R. Zunker, Jr.

Title: Senior Vice President Finance and Treasurer

Date: February 21, 2006

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