

Owens Corning
Form 11-K
June 26, 2013
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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 11-K

X **ANNUAL REPORT PURSUANT TO SECTION 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2012

OR

.. **TRANSITION REPORT PURSUANT TO SECTION 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number 1-33100

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

OWENS CORNING SAVINGS PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

OWENS CORNING

One Owens Corning Parkway

Toledo, Ohio 43659

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Report of Independent Registered Public Accounting Firm

To the Participants and Administrator

Owens Corning Savings Plan

We have audited the accompanying statement of net assets available for plan benefits of Owens Corning Savings Plan (the Plan) as of December 31, 2012 and 2011 and the related statement of changes in net assets available for plan benefits for the years then ended. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan s internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets of the Plan as of December 31, 2012 and 2011 and the changes in net assets for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets held at end of year as of December 31, 2012 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan s management. This supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Plante & Moran, PLLC

Toledo, Ohio

June 26, 2013

Table of Contents**Owens Corning Savings Plan****Statement of Net Assets Available for Plan Benefits**

	December 31,	
	2012	2011
Assets		
Investments - Participant directed (Note 3):		
Mutual funds	\$ 481,387,804	\$ 427,274,503
Common collective trust fund	16,430,473	12,024,972
Company common stock and warrants	3,294,378	3,261,661
Total Investments	501,112,655	442,561,136
Notes Receivable from Participants (Note 4)	9,143,457	8,974,724
Net Assets Available for Plan Benefits at Fair Value	510,256,112	451,535,860
Adjustments from Fair Value to Contract Value for Interest in Common Collective Trust Relating to Fully Benefit-responsive Investment Contracts	(445,590)	(292,167)
Net Assets Available for Plan Benefits	\$ 509,810,522	\$ 451,243,693

The accompanying Notes to the Financial Statements are an integral part of this statement

Table of Contents**Owens Corning Savings Plan****Statement of Changes in Net Assets Available for Plan Benefits**

	Year Ended December 31,	
	2012	2011
Additions to Net Assets Available for Plan Benefits		
Investment income:		
Dividends and interest	\$ 16,255,108	\$ 12,820,773
Net realized and unrealized gains on investments (Note 2)	42,512,333	
Total investment income	58,767,441	12,820,773
Contributions:		
Participants	24,837,786	24,363,283
Owens Corning	19,312,266	18,597,592
Total contributions	44,150,052	42,960,875
Interest on notes receivable from participants	322,579	352,948
Transfers in	487,508	155,938
Total additions	103,727,580	56,290,534
Deductions from Net Assets Available for Plan Benefits		
Distributions to participants	(45,030,010)	(48,071,206)
Net realized and unrealized losses on investments (Note 2)		(21,011,297)
Transfers out	(156,246)	(70,617)
Administrative income (expense) (Note 1)	25,505	(125,211)
Total deductions	(45,160,751)	(69,278,331)
Net Increase (Decrease)	58,566,829	(12,987,797)
Net Assets Available for Plan Benefits		
Beginning of year	451,243,693	464,231,490
End of year	\$ 509,810,522	\$ 451,243,693

The accompanying Notes to the Financial Statements are an integral part of this statement

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Owens Corning Savings Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 1 - Summary of Significant Provisions of the Plan and Accounting Policies

Operations of the Plan - Owens Corning Savings Plan (the Plan) principally benefits salaried employees of Owens Corning and certain designated subsidiaries (collectively, the Company), as described in the plan agreement. An eligible employee may elect to enroll in the Plan at any time.

Fidelity Management Trust Company (the Trustee) is the trustee as defined by the Plan and the Company is the plan sponsor.

Administrative expenses of the Plan are charged to the Plan and include professional fees and other administrative expenses. Annually, the Trustee returns excess participant investment fees that exceed the Trustee's cost of administration to the Plan as a revenue credit. The revenue credit is available to the Plan to pay plan fees or other expenses. If the Plan does not use the entire credit, the excess is returned to the participants.

Plan investment elections include investments managed primarily by Fidelity Investments and Company common stock. Therefore, these transactions qualify as permitted party-in-interest transactions.

The following descriptions of the Plan provide only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

Plan Contributions - Participants may elect to contribute from 1 percent to 50 percent of their base pay and eligible incentive pay to the Plan. Participants may designate all or a portion of their contributions as deferred income up to the maximum allowed by federal law, pursuant to Section 401(k) of the Internal Revenue Code. These contributions are not subject to federal income tax until such amounts are distributed to the participants. Participants may also elect to make after-tax contributions to the Plan. The Plan requires remittance of participant contributions to the Trustee when deducted from participants' paychecks.

The Company provides matching contributions of 100 percent of participants' contributions up to 6 percent of eligible compensation. All eligible employees also receive an automatic Company contribution to their account in the amount of 2 percent of their eligible compensation per pay period regardless of their individual contribution elections.

All Company contributions are invested according to the participant's elections at the time of the contribution; if a participant has no election on file, the contributions are invested in the appropriate age-based life style Fidelity Freedom Fund.

Included in participant contributions in the accompanying financial statements for the years ended December 31, 2012 and 2011 is \$ 1,161,643 and \$ 1,446,803, respectively, of rollovers from other plans.

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Owens Corning Savings Plan

Notes to Financial Statements

December 31, 2012 and 2011

Allocation of Contributions - Participant contributions and Company contributions are allocated to individual participant accounts each pay period. Each participant account is adjusted on each business day to reflect the fair market value of the investment funds in which the account is invested.

Plan Investment Options - Participants elect to have their contributions invested in whole 1 percent increments among the investment elections made available under the Plan. On a daily basis, participants may change their investment elections and contribution rate as well as redistribute their account balances. Participants may discontinue their contributions to the Plan at any time. The Trustee, at its sole discretion subject to the provisions in the trust agreement, may hold any portion of any contribution in cash, which it considers necessary to meet anticipated disbursements.

Basis of Accounting - The accompanying financial statements have been prepared on the accrual basis.

The Statement of Net Assets Available for Plan Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The related activity is presented at contract value in the Statement of Changes in Net Assets Available for Plan Benefits.

Investment Valuation - The Plan's investments are stated at fair value, except for its common collective trust fund, which is valued at contract value. Contract value represents investments at cost plus accrued interest income less amounts withdrawn to pay benefits. The fair value of the common collective trust fund is based on discounting the related cash flows of the underlying guaranteed investment contracts based on current yields of similar instruments with comparable durations. Investments in mutual funds are recorded on quoted market prices.

The fair value of the Plan's investments in Owens Corning common stock and warrants is based on the New York Stock Exchange closing market prices.

Stable Value Fund - The Plan holds the Fidelity Managed Income Portfolio II - a stable value fund. The fund has certain limitations on withdrawals and exchanges as follows:

Participant-directed - Withdrawals made in order to accommodate distributions to participants or transfers to non-competing investments may be made on any business day. Transferred amounts must be held in a non-competing investment option for 90 days before subsequent transfers to a competing fund can occur.

Non-participant-directed - Withdrawals directed by a plan sponsor must be preceded by a twelve month written notice to Fidelity Management Trust Company (Fidelity). Fidelity, however, may, in its discretion complete any such plan-level withdrawal before the expiration of such twelve month period. No such notice has been given to Fidelity.

There are no unfunded commitments or other redemption notice requirements related to this investment.

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Owens Corning Savings Plan

Notes to Financial Statements

December 31, 2012 and 2011

Benefit Payments - Benefits are recorded when paid.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates.

Income Taxes - The Internal Revenue Service has issued a determination letter dated November 5, 2009 stating that the Plan meets the requirements of Section 401(a) of the Internal Revenue Code (the Code) and that the Plan is exempt from taxation under Section 501(a) of the Code. Participants generally are not subject to federal income tax on Company contributions or fund earnings until those amounts are distributed to them. Participants may elect to designate all or a portion of their contributions to the Plan as deferred income pursuant to Section 401(k) of the Code. This election permits the participants to exclude from gross taxable income for federal tax purposes that portion of their contributions so designated, subject to certain limitations, until such time as they are withdrawn from the Plan. The Plan has been amended since the determination letter was issued. Management believes that the amendments do not change the Plan's status for meeting the requirements of Section 401(a) of the Internal Revenue Code and that the Plan is still exempt from taxation.

Uncertain Tax Positions - In accordance with guidance on accounting for uncertainty in income taxes, management evaluated the Plan's tax position and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The plan administrator believes it is no longer subject to tax examinations for years prior to 2009.

Proceedings in the Event of Plan Termination - Although the Company has not expressed any intent to do so, it has the right to terminate the Plan. Participants would, in accordance with the terms of the Plan, receive a distribution of their account balance. This distribution would include their contributions to the Plan, Company contributions to the Plan on their behalf, and the earnings or losses on those contributions.

Table of Contents**Owens Corning Savings Plan****Notes to Financial Statements****December 31, 2012 and 2011****Note 2 - Realized and Unrealized Gains and Losses**

Purchases and sales of investments are reflected on a trade-date basis. Realized gains and losses are calculated using the average historical cost of investments. Unrealized gains (losses) represent the change in cumulative unrealized gains (losses) on investments since the beginning of the year.

During 2012 and 2011, the Plan's investments, including gains and losses on investments bought and sold, as well as held during the year, gained by \$ 42,512,333 in 2012 and declined by \$21,011,297 in 2011, as follows:

	2012	2011
Net gain (loss) in fair value of investments:		
Mutual funds	\$ 41,638,211	\$ (20,872,963)
Company common stock and warrants	874,122	(138,334)
Total	\$ 42,512,333	\$ (21,011,297)

Note 3 - Significant Plan Investments

The following presents investments that represent 5 percent or more of net assets available for plan benefits at December 31, 2012:

Fidelity Low Priced Stock K	\$ 67,931,576
Fidelity Contrafund K	\$ 63,115,037
Fidelity Institutional Money Market Portfolio	\$ 51,123,909
Spartan 500 Index - Institutional Class	\$ 45,440,454
PIMCO Total Return - Investor Class	\$ 37,985,771
Fidelity Diversified International Fund K	\$ 28,239,587

The following presents investments that represent 5 percent or more of net assets available for plan benefits at December 31, 2011:

Fidelity Low Priced Stock K	\$ 63,653,542
Fidelity Contrafund K	\$ 55,999,964
Fidelity Retirement Money Market Portfolio	\$ 50,142,828
Spartan 500 Index - Institutional Class	\$ 39,736,253
PIMCO Total Return - Investor Class	\$ 28,935,068
Fidelity Diversified International Fund K	\$ 25,369,948

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Owens Corning Savings Plan

Notes to Financial Statements

December 31, 2012 and 2011

Note 4 - Notes Receivable from Participants

Notes receivable from participants represent loans made from the Plan to active participants. Participant notes receivable are recorded at their unpaid principal balances plus any accrued interest. Participant notes receivable are written off when deemed uncollectible. The total amount a participant may borrow is the lesser of \$50,000 or 50 percent of the participant's total vested account balance, limited to the total of contributions designated as before-tax and related earnings. The minimum amount available for a loan is \$1,000. The total amount a participant may borrow is reduced by the highest outstanding loan balance in the prior one-year period.

Notes advanced are repaid through regular payroll deductions with interest equal to the prime rate in effect on the last business day of the month prior to the employee's loan application.

A note can be requested for any reason. Under the Plan's terms, a borrower has from one to five years to repay the note. Notes transferred into the Plan from other plans are continued under the same terms applicable to the note when it originated. Some of these transferred notes may have a repayment term that is longer than five years. Repayments of principal and interest are invested in the same manner as the participant's contributions.

Note 5 - Vesting, Forfeitures, and Distributions

Participants are 100 percent vested in participant contributions and Company contributions when made.

Such vested contributions and earnings thereon are automatically distributable under the required minimum distribution rules upon the April 1st of the year following the year in which the participant attains 70 1/2 years of age or upon the participant's death, whichever is earlier. If termination of employment occurs for any reason other than death, the participant's account will become distributable either at 70 1/2 years of age as described above or upon an election for distribution filed with the plan administrator at any time following the participant's termination of employment.

Participants may withdraw at any time all or any part of the value of their after-tax contributions (this excludes contributions designated as deferrals). Participants who have attained age 65 and meet minimum service requirements may make withdrawals of Company contributions. No other withdrawals of Company contributions can be made during employment. Participants aged 59 1/2 or older may withdraw all or a portion of their before-tax deferral contributions and earnings. Otherwise, before-tax contributions may be withdrawn only under serious financial hardship. Earnings credited to the before-tax contributions before 1989, if any, are available for withdrawal only if participants can show evidence of a serious financial hardship.

Subsequent to December 30, 1989, Company contributions and earnings thereon cannot be withdrawn by participants, even if vested, unless terminated, retired, 65 years of age, or deceased. Prior to January 1, 2003, participants who voluntarily terminated or were terminated for cause forfeited the non-vested portion of the Company's contributions and related earnings.

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Owens Corning Savings Plan

Notes to Financial Statements

December 31, 2012 and 2011

Participants in the Plan on or after January 1, 2003 are 100 percent vested in Company contributions. Forfeitures, if any, are applied to reduce subsequent Company contributions to the Plan. The market value of the underlying investments forfeited by employees withdrawing from the Plan was \$ 2,620 and \$ 14,730 for the years ended December 31, 2012 and 2011, respectively.

Note 6 - Risks and Uncertainties

The Plan's invested assets consist of mutual funds and other investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit. Due to the inherent risk associated with investment securities and the uncertainty related to changes in the value of investment securities, it is at least reasonably possible that the exposure to these various risks and uncertainties in the near term would materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Plan Benefits and Statement of Changes in Net Assets Available for Plan Benefits.

Note 7 - Fair Value

The Company classifies and discloses plan assets using a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. In general, fair values determined by Level 1 inputs use quoted prices in active markets for identical assets or liabilities that the Plan has the ability to access. Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets and liabilities in active markets, and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals. Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset or liability. In instances where inputs used to measure fair value fall into different levels of the fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset or liability.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Table of Contents**Owens Corning Savings Plan****Notes to Financial Statements****December 31, 2012 and 2011****Assets Measured at Fair Value on a Recurring Basis at December 31, 2012**

	Balance at December 31, 2012	Level 1	Level 2
Assets			
Mutual Funds			
Domestic Equity Funds	\$ 200,277,851	\$ 200,277,851	\$
International	120,295,693	120,295,693	
Lifecycle	68,932,367	68,932,367	
Money Markets	51,175,714	51,175,714	
Other	40,706,179	40,706,179	
Company common stock and warrants	3,294,378	3,294,378	
*Common collective trust fund	16,430,473		16,430,473
Total Assets at Fair Value	\$ 501,112,655	\$ 484,682,182	\$ 16,430,473

Table of Contents**Owens Corning Savings Plan****Notes to Financial Statements****December 31, 2012 and 2011****Assets Measured at Fair Value on a Recurring Basis at December 31, 2011**

	Balance at December 31, 2011	Level 1	Level 2
Assets			
Mutual Funds			
Domestic Equity Funds	\$ 180,980,232	\$ 180,980,232	\$
International	83,766,169	83,766,169	
Lifecycle	63,128,582	63,128,582	
Money Markets	50,142,828	50,142,828	
Other	49,256,692	49,256,692	
Company common stock and warrants	3,261,661	3,261,661	
*Common collective trust fund	12,024,972		12,024,972
Total Assets at Fair Value	\$ 442,561,136	\$ 430,536,164	\$ 12,024,972

* The common collective trust is Managed Income Portfolio II (MIP II). MIP II invests in investment contracts (wrap contracts) issued by insurance companies and other financial institutions, fixed income securities and money market funds to provide daily liquidity. The fund tries to maintain a stable \$1 unit price.

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the actual date of the event of change in circumstances that caused the transfer. There were no transfers between levels of the fair value hierarchy during the years ended December 31, 2012 and 2011.

The Plan also holds other assets and liabilities not measured at fair value on a recurring basis, including participant notes receivable. The fair value of these assets and liabilities approximates the carrying amounts in the accompanying financial statements due to either the short maturity of the instruments or the use of interest rates that approximate market rates for instruments of similar maturity. Under the fair value hierarchy, these financial instruments are valued primarily using Level 2 inputs.

Table of Contents**Owens Corning Savings Plan****Schedule of Assets Held at End of Year****Form 5500, Schedule H, Item 4i****EIN 34-4323452, Plan 004****December 31, 2012**

Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investments	Cost	Current Value
	Mutual funds:		
Fidelity **	Institutional Money Market Portfolio	*	\$ 51,123,909
	Contrafund K	*	63,115,037
	Retirement Money Market Portfolio	*	51,805
	Diversified International Fund K	*	28,239,587
	Low Priced Stock K	*	67,931,576
	Puritan Fund K	*	20,105,347
	Freedom K Income	*	2,720,408
	Freedom K 2000	*	1,070,778
	Freedom K 2005	*	437,026
	Freedom K 2010	*	4,793,661
	Freedom K 2015	*	7,919,219
	Freedom K 2020	*	16,321,736
	Freedom K 2025	*	6,296,393
	Freedom K 2030	*	13,770,070
	Freedom K 2035	*	4,819,659
	Freedom K 2040	*	6,815,032
	Freedom K 2045	*	3,727,636
	Freedom K 2050	*	2,920,069
	Freedom K 2055	*	41,088
Spartan	Extended Market Index Fund- Advantage Class	*	8,975,056
Spartan	US Bond Index Institutional Class	*	20,881,820
Spartan	500 Index - Institutional Class	*	45,440,454
PIMCO	Total Return - Institutional Class	*	37,985,771
Lazard	Emerging Markets Equity - Institutional Shares	*	18,840,545
Munder Capital Management	Mid-Cap Core Growth Class Y	*	10,543,506
Columbia Management	Columbia Acorn USA Fund Class Z	*	5,452,826
Harbor	International Fund - Institutional Class	*	5,283,986
Wells Fargo Advantage	Small Cap Value Fund - Institutional Class	*	7,214,567
Allianz	NFJ Small-Cap Value Fund - Institutional Class	*	6,265,064
American Beacon Fund	Large Cap Value Fund - Institutional Class	*	8,708,870
Goldman Sachs	Mid Cap Value Fund - Institutional Class	*	3,575,303
Fidelity **	Common Collective Trust - Managed Income Portfolio II	*	15,984,883
Owens Corning **	Company common stock	*	3,268,943
Owens Corning **	Company warrants	*	25,435
Participants	Participant notes receivable (interest rates ranging from 3.25% to 9.50%; maturity dates ranging from 2013 to 2017)		9,143,457

Total **\$ 509,810,522**

- * Cost information not required
- ** Represents party-in-interest

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the Plan) have duly caused this annual report to be signed by the undersigned hereunto duly authorized.

OWENS CORNING SAVINGS PLAN

By: /S/ Mark A. Snyder
Mark A. Snyder

Plan Administrator

Dated: June 26, 2013