

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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) January 16, 2013 (January 15, 2013)**

---

**GIBRALTAR INDUSTRIES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-22462**  
(Commission  
File Number)

**16-1445150**  
(IRS Employer  
Identification No.)

**3556 Lake Shore Road  
P.O. Box 2028  
Buffalo, New York**  
(Address of principal executive offices)

**14219-0228**  
(Zip Code)

**Registrant's telephone number, including area code (716) 826-6500**

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 (see General Instruction A.2. below):

- 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)).
- 
-

---

**Item 7.01 Regulation FD Disclosure**

The Registrant is furnishing under Item 7.01 of this Form 8-K the information in the press release dated January 15, 2013 attached as Exhibit 99.1. In the press release the Registrant announced expansions in its product portfolio and certain summary fourth quarter and 2012 preliminary financial results. Exhibit 99.1 is hereby incorporated by reference in this Item 7.01. This information has not been previously reported to the public.

This information is furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section, unless the Registrant specifically incorporates it by reference in a document filed under the Securities Act of 1933 or the Securities Exchange Act of 1934. By filing this Current Report on Form 8-K and furnishing this information, the Registrant makes no admission as to the materiality of any information in this report that is required to be disclosed solely by reason of Regulation FD.

**Item 8.01 Other Events.**

The Registrant issued the press releases attached as Exhibits 99.2 and 99.3 to this report on Form 8-K on January 15, 2013.

The Press Release attached as Exhibit 99.2 announced a proposed private offering of \$210 Million in Senior Subordinated Notes and the Press Release attached as Exhibit 99.3 announced a cash tender offer for the Registrant's outstanding 8% Senior Subordinated Notes Due 2015.

Exhibits 99.2 and 99.3 are hereby incorporated by reference in this Item 8.01.

**ITEM 9.01 Financial Statements and Exhibits**

- (a) Financial Statements of Businesses Acquired – None
- (b) Pro Forma Financial Information – None
- (c) Exhibits
  - 99.1 – Press Release dated January 15, 2013
  - 99.2 – Press Release dated January 15, 2013
  - 99.3 – Press Release dated January 15, 2013

**SIGNATURES**

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

Dated: January 16, 2013

GIBRALTAR INDUSTRIES, INC.

/s/ Henning N. Kornbrekke

Name: Henning N. Kornbrekke

Title: President and Chief Operating Officer

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated January 15, 2013
99.2	Press Release dated January 15, 2013
99.3	Press Release dated January 15, 2013

**Contact:**

Kenneth Smith  
 Chief Financial Officer  
 716.826.6500 ext. 3217  
[kwsmith@gibraltar1.com](mailto:kwsmith@gibraltar1.com)

**Gibraltar Expands Product Portfolio and Provides Summary of Fourth  
 Quarter and 2012 Preliminary Financial Results**

- *Acquisitions Target Opportunities for Sales and Cost Synergies*
- *Reports Favorable Results for Fourth Quarter and Full Year*

**Buffalo, New York, January 15, 2013**—Gibraltar Industries, Inc. (Nasdaq: ROCK), a leading manufacturer and distributor of building products, today announced the expansion of the Company's offerings through the purchase of three businesses in separate transactions, and provided a summary of its preliminary financial results for the fourth quarter and full year ended December 31, 2012.

**Expanded Product Portfolio**

Between November 14 and December 28, 2012, Gibraltar purchased the assets of three businesses in separate transactions. The acquired product lines complement and expand the Company's product portfolio and customer base in three key U.S. markets:

- Sun protection products for new residential construction and home remodeling;
- Function-critical components for public infrastructure construction and maintenance; and
- Perforated metal products for industrial and automotive applications.

Gibraltar funded the aggregate investment of \$41 million from existing cash on hand. The three product lines' trailing 12-month revenues totaled approximately \$55 million and adjusted EBITDA was approximately \$7 million.

"The addition of these value-added product lines enables us to further strengthen Gibraltar's position in the residential building and public infrastructure construction markets as well as in the industrial and automotive perforated metal markets," said Gibraltar Chairman and Chief Executive Officer Brian Lipke. "It broadens our product category coverage and customer relationships, while also affording us the potential to leverage Gibraltar's existing distribution channels to accelerate the growth of these currently regional businesses in new geographic markets across the country."

3556 Lake Shore Road, PO Box 2028, Buffalo, New York 14219-0228, Ph 716.826.6500, Fx 716.826.1589, [gibraltar1.com](http://gibraltar1.com)

NASDAQ:ROCK

Rock.Solid.Performance.

“While we pursue these opportunities in sales, distribution and customer service, we also expect to integrate these product lines in a manner that results in meaningful cost synergies related to improved facilities utilization and other operating efficiencies,” said Gibraltar President and Chief Operating Officer Henning Kornbrekke.

### **Summary of Preliminary Financial Results**

Gibraltar also provided a summary of preliminary financial results for its fourth quarter and full year ended December 31, 2012. Based on preliminary information and subject to the year-end accounting close and audit, the Company expects fourth quarter 2012 consolidated net sales to be between \$171 million and \$173 million, compared with \$174 million in the fourth quarter 2011, and net sales for the year ended December 31, 2012 of between \$788 million and \$790 million, an approximate 3% increase from 2011.

The Company expects earnings per share from continuing operations for the fourth quarter 2012 to range between a loss of \$0.01 per diluted share and income of \$0.03 per diluted share, compared to the prior year period of a loss of \$0.22 per diluted share. The estimated results for the fourth quarter 2012 and for the fourth quarter 2011 include after-tax special charges of \$0.02 and \$0.05 per diluted share, respectively, for acquisition-related costs and exit activity costs related to business restructuring. Excluding special charges, the adjusted fourth quarter 2012 earnings per share are estimated between \$0.01 and \$0.05 per diluted share, compared to an adjusted loss of \$0.17 per share for the fourth quarter 2011.

“Gibraltar continued to deliver solid results in the fourth quarter of 2012, concluding a year of strong performance despite historically low levels of activity in our traditional core markets,” Lipke said. “The improvement in profitability stems from a significant reduction in our variable compensation expense along with improved operating efficiencies, as compared with the fourth quarter of 2011,” Lipke said.

The Company’s estimated fourth quarter results would lead to full year 2012 earnings per diluted share from continuing operations of between \$0.52 and \$0.56, compared to \$0.30 per diluted share for 2011. The estimated results for 2012 include after-tax special charges of \$0.10 per diluted share, for acquisition-related costs and exit activity costs related to business restructuring. The 2011 results included special charges of \$0.20 per diluted share, for acquisition-related costs, exit activity costs related to business restructuring, and equity compensation declined by Mr. Lipke. Excluding these items, adjusted earnings per diluted share for 2012 are estimated between \$0.62 and \$0.66, compared with \$0.50 in 2011.

The Company expects fourth quarter 2012 Adjusted EBITDA to be between \$13 and \$14 million, compared to \$3 million in the fourth quarter 2011, and Adjusted EBITDA for the year ended December 31, 2012 of \$78 to \$80 million, a 3% to 5% increase from 2011.

The Company also expects liquidity to approximate \$170 million as of December 31, 2012, reflecting a combination of estimated cash on hand of \$45 million plus estimated availability under the Company’s undrawn revolving credit facility.

Gibraltar expects to release its final financial results for the three- and twelve-month periods ended December 31, 2012, on Friday, February 22, 2013, and hold its earnings conference call later that morning, starting at 9:00 a.m. ET.

### **About Gibraltar**

Gibraltar Industries is a leading manufacturer and distributor of building products, focused on residential and nonresidential repair and remodeling, as well as construction of industrial facilities and public infrastructure. The Company generates more than 80% of its sales from products that hold the #1 or #2 positions in their markets, and serves customers across the U.S. and throughout the world. Gibraltar's strategy is to grow organically by expanding its product portfolio and penetration of existing customer accounts, while broadening its market and geographic coverage through the acquisition of companies with leadership positions in adjacent product categories. Comprehensive information about Gibraltar can be found on its website at <http://www.gibraltar1.com>.

### **Safe Harbor Statement**

Information contained in this news release, other than historical information, contains forward-looking statements and is subject to a number of risk factors, uncertainties, and assumptions. The financial information provided herein is unaudited and is subject to revision based on the completion of the accounting and financial reporting processes necessary to finalize the Company's financial statements as of and for the year ended December 31, 2012. The Company cannot assure you that upon completion of these accounting and financial reporting processes, including the completion of the audit of our consolidated financial statements as of and for the year ended December 31, 2012, we will not report results materially different from those set forth above. Additionally, risk factors that could affect the expected outcomes described in these statements include, but are not limited to the future of performance of acquisitions and Gibraltar's effectiveness in integrating their operations into those of the Company. In addition, such forward-looking statements could also be affected by general industry and market conditions, as well as general economic and political conditions. The Company undertakes no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, as may be required by applicable law or regulation.

###

**Contact:**

Kenneth Smith  
Chief Financial Officer  
716.826.6500 ext. 3217  
[kwsmith@gibraltar1.com](mailto:kwsmith@gibraltar1.com)

**Gibraltar Industries, Inc. Announces Proposed Private Offering of  
\$210 Million in Senior Subordinated Notes**

**Buffalo, New York, January 15, 2013**—Gibraltar Industries, Inc. (Nasdaq: ROCK), a leading manufacturer and distributor of products for building and industrial markets, today announced that it intends to commence an offering of \$210 million in aggregate principal amount of senior subordinated notes due 2021, subject to market and other conditions (the “Notes”). The Notes will be guaranteed on an unsecured senior basis by certain of Gibraltar’s existing and future subsidiaries.

Gibraltar intends to use the net proceeds from the offering to repurchase all of Gibraltar’s outstanding 8% Senior Subordinated Notes due 2015 (the “2015 Notes”) pursuant to the cash tender offer and consent solicitation announced today by Gibraltar (and to redeem any outstanding 2015 Notes not so repurchased and/or satisfy and discharge the indenture governing the 2015 Notes).

The Notes will only be offered and sold to qualified institutional buyers in the United States in reliance on the exemption from registration set forth in Rule 144A of the Securities Act of 1933, as amended (the “Securities Act”) and outside the United States to non-U.S. persons pursuant to Regulation S under the Securities Act.

The Notes have not been registered under the Securities Act or any state securities laws and may not be offered or sold in the United States without registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

**This press release is neither an offer to sell nor the solicitation of an offer to buy the notes or any other securities, and no offer, solicitation or sale will be made in any jurisdiction in which, or to any persons to whom, such an offer, solicitation or sale would be unlawful. Any offers of the Notes will be made only by means of a confidential offering memorandum. This press release is not an offer to purchase, a solicitation of an offer to purchase or a solicitation of a consent with respect to any of the 2015 Notes. The tender offer and consent solicitation announced today are being made pursuant to an Offer to Purchase and Consent Solicitation Statement, dated January 16, 2013, and related Letter of Transmittal and Consent. This press release is being issued pursuant to and in accordance with Rule 135(c) under the Securities Act.**

3556 Lake Shore Road, PO Box 2028, Buffalo, New York 14219-0228, Ph 716.826.6500, Fx 716.826.1589, [gibraltar1.com](http://gibraltar1.com)

NASDAQ:ROCK

Rock.Solid.Performance.



---

**About Gibraltar**

Gibraltar Industries is a leading manufacturer and distributor of building products, focused on residential and nonresidential repair and remodeling, as well as construction of industrial facilities and public infrastructure. The Company generates more than 80% of its sales from products that hold leading positions in their markets, and serves customers across the U.S. and throughout the world. Gibraltar's strategy is to grow organically by expanding its product portfolio and penetration of existing customer accounts, while broadening its market and geographic coverage through the acquisition of companies with leadership positions in adjacent product categories. Comprehensive information about Gibraltar can be found on its website at <http://www.gibraltar1.com>.

**Safe Harbor Statement**

This press release contains forward-looking statements that are subject to the safe harbors created under the Securities Act of 1933 and the Securities Exchange Act of 1934. Forward-looking statements include, among others, statements regarding the intended use of the net proceeds from sales of the Notes, and are generally identified with words such as "believe," "could," "expect," "intend," "may," "plan," "will" and similar expressions. Such statements reflect management's current expectations and judgment as of the date of this press release. Risks, uncertainties and assumptions that could affect Gibraltar's forward-looking statements include, among other things, the completion of the tender offer and the receipt of consents sufficient to approve the proposed amendments to the indenture governing the Notes. In addition, please refer to the risk factors contained in Gibraltar's SEC filings available at [www.sec.gov](http://www.sec.gov), including Gibraltar's most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. Readers are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date on which they are made. Gibraltar undertakes no obligation to update or revise any forward-looking statements for any reason.

###

**Contact:**

Kenneth Smith  
 Chief Financial Officer  
 716.826.6500 ext. 3217  
[kwsmith@gibraltar1.com](mailto:kwsmith@gibraltar1.com)

**Gibraltar Announces Cash Tender Offer for its 8% Senior Subordinated Notes Due 2015**

**Buffalo, New York, January 15, 2013**— Gibraltar Industries, Inc. (Nasdaq: ROCK), a leading manufacturer and distributor of products for building and industrial markets, has commenced a cash tender offer to purchase any and all of its \$204 million in aggregate principal amount of outstanding 8% Senior Subordinated Notes due 2015 (CUSIP374689AC1) (the “Notes”). In conjunction with the tender offer, Gibraltar is soliciting consents from holders of the Notes to effect certain proposed amendments to the indenture governing the Notes. The tender offer and consent solicitation are being made on the terms and subject to the conditions set forth in the Offer to Purchase and Consent Solicitation Statement (the “Offer to Purchase”) and related Letter of Transmittal and Consent, each dated January 16, 2013.

The tender offer and consent solicitation are subject to the satisfaction or waiver of certain conditions, as described in the Offer to Purchase, including the condition that Gibraltar shall have received net proceeds from one or more financings sufficient to repurchase all of the Notes tendered, including the payment of all premiums, if any, consent payments, accrued interest, and costs and expenses incurred in connection with the tender offer and consent solicitation, as described in more detail in the Offer to Purchase.

Gibraltar is offering to purchase the Notes at a price of \$1,007.08 for each \$1,000 in principal amount of Notes (the “Tender Offer Consideration”) validly tendered (and not validly withdrawn) and accepted for purchase pursuant to the tender offer, plus accrued interest. Holders who validly tender (and do not validly withdraw) their Notes and validly deliver (and do not validly revoke) their consents to the proposed amendments at or prior to 5:00 p.m., New York City time, on January 30, 2013, unless extended or earlier terminated (such date and time, as the same may be extended or earlier terminated, the “Consent Deadline”) will also receive a consent payment of \$10.00 for each \$1,000 in principal amount of Notes validly tendered (and not validly withdrawn) and accepted for purchase pursuant to the tender offer. The total consideration for each \$1,000 principal amount of Notes validly tendered and not validly withdrawn and accepted for purchase at or prior to the Consent Deadline will be an amount equal to \$1,017.08 (the “Total Consideration”). Holders that tender their Notes in the tender offer will be deemed to have consented to the proposed amendments to the indenture governing the Notes if such tender is delivered by the Consent Deadline. Gibraltar will not pay the consent payment to holders who tender Notes and deliver consents to the proposed amendments after the Consent Deadline.

The proposed amendments to the indenture governing the Notes would eliminate substantially all of the restrictive covenants, certain affirmative covenants, certain events of default and certain conditions to legal defeasance or covenant defeasance contained in the indenture and the Notes. Holders may not deliver consents to the proposed amendments without validly tendering the related Notes in the tender offer and may not revoke their consents without withdrawing the previously tendered Notes to which they relate.

3556 Lake Shore Road, PO Box 2028, Buffalo, New York 14219-0228, Ph 716.826.6500, Fx 716.826.1589, [gibraltar1.com](http://gibraltar1.com)

NASDAQ:ROCK

Rock.Solid.Performance.

Notes validly tendered at or prior to 5:00 p.m., New York City time, on January 30, 2013 (the “Withdrawal Date”) may be validly withdrawn and the related consents may be validly revoked at any time prior to the Withdrawal Date. Tendered notes and delivered consents may not be validly withdrawn or revoked after the Withdrawal Date, except under certain limited circumstances as described in the Offer to Purchase.

The Offer to Purchase contains early settlement provisions, whereby Notes validly tendered (and not validly withdrawn) on or prior to the business day prior to the early acceptance date (which early acceptance date is expected to be January 31, 2013) may be accepted. Payment of the applicable consideration for such notes is expected to be made on or promptly following such acceptance.

The tender offer will expire at 11:59 p.m., New York City time, on February 13, 2013 unless extended or earlier terminated by Gibraltar (such date and time, as the same may be extended or earlier terminated, the “Expiration Time”).

If the consents representing the majority of the aggregate principal amount of the outstanding Notes (the “Majority Consent”) are received but not all Notes are validly tendered pursuant to the tender offer, Gibraltar currently intends, but is not obligated, to redeem or satisfy and discharge any untendered Notes in accordance with the indenture governing the Notes. If the Majority Consent is not received, Gibraltar reserves the right to redeem any untendered Notes in accordance with the indenture governing the Notes and/or satisfy and discharge the indenture governing the Notes.

Gibraltar has engaged J.P. Morgan Securities LLC as the Dealer Manager for the tender offer and the Solicitation Agent for the consent solicitation. J.P. Morgan Securities LLC can be contacted at (800) 245-8812 (toll-free) and (212) 270-1200 (collect).

The complete terms and conditions of the tender offer and consent solicitation are set forth in the Offer to Purchase. Holders of Notes are urged to read the tender offer documents carefully before making any decision with respect to the tender offer. Holders may obtain copies of the Offer to Purchase and the Letter of Transmittal from D.F. King & Co., Inc., the Information Agent and Tender Agent for the tender offer and consent solicitation, at (212) 269-5550 (brokers and banks) and (800) 859-8511 (all others; toll-free).

**This press release is for information purposes only and is not an offer to purchase, a solicitation of an offer to purchase or a solicitation of a consent with respect to any of the Notes. The tender offer and consent solicitation are being made solely pursuant to the tender offer and consent solicitation documents, including the Offer to Purchase, that Gibraltar is distributing to holders of the Notes. The tender offer and consent solicitation are not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.**

None of Gibraltar, the Dealer Manager and the Solicitation Agent nor the Information Agent and Tender Agent, nor any other person makes any recommendation as to whether holders of Notes should tender their Notes, and no one has been authorized to make such a recommendation.

## **About Gibraltar**

Gibraltar Industries is a leading manufacturer and distributor of building products, focused on residential and nonresidential repair and remodeling, as well as construction of industrial facilities and public infrastructure. The Company generates more than 80% of its sales from products that hold leading positions in their markets, and serves customers across the U.S. and throughout the world. Gibraltar's strategy is to grow organically by expanding its product portfolio and penetration of existing customer accounts, while broadening its market and geographic coverage through the acquisition of companies with leadership positions in adjacent product categories. Comprehensive information about Gibraltar can be found on its website at <http://www.gibraltar1.com>.

## **Safe Harbor Statement**

This press release contains forward-looking statements that are subject to the safe harbors created under the Securities Act of 1933 and the Securities Exchange Act of 1934. Forward-looking statements include, among others, statements regarding the payment of the Total Consideration and Tender Offer Consideration, the elimination of restrictive covenants, certain affirmative covenants and certain conditions to legal defeasance or covenant defeasance contained in the indenture governing the Notes and the redemption of any untendered Notes, and are generally identified with words such as "believe," "could," "expect," "intend," "may," "plan," "will" and similar expressions. Such statements reflect management's current expectations and judgment as of the date of this press release. Risks, uncertainties and assumptions that could affect Gibraltar's forward-looking statements include, among other things, the completion of the tender offer and the receipt of consents sufficient to approve the proposed amendments to the indenture governing the Notes. In addition, please refer to the risk factors contained in Gibraltar's SEC filings available at [www.sec.gov](http://www.sec.gov), including Gibraltar's most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. Readers are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date on which they are made. Gibraltar undertakes no obligation to update or revise any forward-looking statements for any reason.

###