
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) April 25, 2011 (April 25, 2011)

GIBALTAR 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:

- 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)).
-
-

TABLE OF CONTENTS

[Explanatory Note](#)

[Item 8.01 Other Events](#)

[Item 9.01 Financial Statements and Exhibits](#)

[SIGNATURE](#)

[EXHIBIT INDEX](#)

[EXHIBIT 99.1](#)

[EX-99.1](#)

[Table of Contents](#)

Explanatory Note

Gibraltar Industries, Inc. (the “Company”) is filing this Form 8-K to disclose certain non-material amendments to its Third Amendment and Restatement of the Gibraltar Industries, Inc. 2005 Equity Incentive Plan (“Plan”). We are amending the Plan to clarify the manner in which the Plan has been and will be administered relative to the Compensation Committee’s authority to grant and administer awards under the Plan to members of the Board of Directors, consultants, independent advisors and Executive Officers.

ITEM 8.01 Other Events

Adoption of First Amendment to the Third Amendment and Restatement of the Gibraltar Industries, Inc. 2005 Equity Incentive Plan

On April 25, 2011 the Board of Directors of the Company, effective as of January 1, 2010, adopted the First Amendment to the Plan (the “Amendment”) clarifying that the Compensation Committee shall have the sole and exclusive authority to determine the identity of those members of the Board of Directors, the identity of the Executive Officers and the identity of persons other than employees who will be entitled to receive Awards under the terms of the Plan and shall have sole and exclusive authority to establish the terms and conditions of any such Awards, including, but not limited to, the form of the Award (including, but not limited to restricted stock, restricted stock units, options, performance stock, performance stock units and rights), the number of shares of Common Stock of the Company reflected by the Award and the terms and conditions for payment of any cash or Common Stock of Company which may be payable or issuable pursuant to the terms of any Awards made to any members of the Board of Directors, any Awards made to any Executive Officers and any Awards made to persons other than employees.

The information in this Form 8-K under the caption Item 8.01 Other Events shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933 (the “Securities Act”) or the Exchange Act, unless the Company specifically incorporates it by reference in a document filed under the Securities Act or the Exchange Act.

ITEM 9.01 Financial Statements and Exhibits

- (a) Not Applicable
- (b) Not Applicable
- (c) Not Applicable
- (d) Exhibits:

99.1 — First Amendment to the Third Amendment and Restatement of the Gibraltar Industries, Inc. 2005 Equity Incentive Plan

SIGNATURE

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.

GIBRALTAR INDUSTRIES, INC.

Date: April 25, 2011

By: /s/ Kenneth W. Smith
Kenneth W. Smith
Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99.1 | First Amendment to the Third Amendment and Restatement of the Gibraltar Industries, Inc. 2005 Equity Incentive Plan |

GIBRALTAR INDUSTRIES, INC.
2005 EQUITY INCENTIVE PLAN

First Amendment to
Third Amendment And Restatement

Effective as of May 19, 2005, Gibraltar Industries, Inc., a Delaware corporation with offices at 3556 Lake Shore Road, Buffalo, New York (the "Company"), adopted an equity based incentive compensation plan known as the Gibraltar Industries, Inc. 2005 Equity Incentive Plan (the "Plan") for the purpose of carrying into effect its objective to provide its employees and its non-employee directors, consultants and other service providers with equity based incentives to increase their motivation to improve the profitability of the Company.

Effective as of December 18, 2006, the Company amended and restated the Plan to limit the form of payment of certain Awards to an issuance of Shares and to make certain other technical changes. Effective as of December 30, 2008, the Company amended and restated the Plan to conform the Plan to the provisions of Section 409A of the Internal Revenue Code of 1986, as amended, and to make certain other technical changes. Effective as of May 18, 2009, the Company amended and restated the Plan to increase the number of shares of Common Stock which could be issued pursuant to Awards made under the terms of the Plan and to make certain other technical changes to the Plan. The May 18, 2009 amendment and restatement of the Plan was approved by the Company's stockholders held on May 18, 2009.

The Company, as permitted by the Plan, now desires to amend the Plan effective as of January 1, 2010, to clarify that, with respect to Awards made under the terms of the Plan to members of the Board of Directors and to Executive Officers, the Plan has been and is to be administered in a manner which provides the Compensation Committee of the Board of Directors of the Company the sole and exclusive authority to determine the identity of those members of the Board of Directors of the Company and the identity of the Executive Officers who will be entitled to receive Awards under the terms of the Plan and the sole and exclusive authority to establish the terms and conditions of any such Awards, including, but not limited to, the form of such Award (including, but not limited to restricted stock, restricted stock units, options, performance stock, performance stock units and rights), the number of shares of Common Stock to be reflected in Awards made to any such individuals and the terms and conditions for payment of any cash or Common Stock of the Company payable to any such individuals under the terms of any such Awards.

In connection with the foregoing, the Company hereby adopts the following as the First Amendment to the Third Amendment and Restatement of the Gibraltar Industries, Inc., 2005 Equity Incentive Plan effective as of January 1, 2010:

1. Section 1.10 of the Plan is hereby amended by deleting the same in its entirety and substituting therefore a new Section 1.10 to read as follows:
-

“1.10 Committee means: (a) the Compensation Committee with respect to any Award that has been or may be granted to: (i) any member of the Board of Directors; (ii) any Executive Officer; or (iii) any Eligible Person who is not an Employee; and (b) the Compensation Administration Committee with respect to Awards made or granted to Employees who are not Executive Officers.”

2. Section 2.02 of the Plan is hereby amended by deleting the same in its entirety and substituting therefore a new Section 2.02 to read as follows:

“2.02 Grants of Awards; Award Instruments. The Committee shall have sole and exclusive authority for determining the identity of any individual who is to be a recipient of an Award and sole and exclusive authority for the establishment of the terms of the Award made to any individual, including, but not limited to, the form of the Award, the number of shares of Common Stock reflected by the Award and the terms and conditions for payment or distribution of any cash or Common Stock which is payable or issuable in connection with any such Awards. Each Award made to an Eligible Person under the Plan shall be evidenced by a written instrument in such form as the Committee shall prescribe, setting forth the terms and conditions of the Award. The instrument evidencing the grant of any Award hereunder shall specify that the Award shall be subject to all of the terms and provisions of the Plan as in effect from time to time but subject to the limitation on amendments set forth in Section 11.09 of the Plan.”

3. Section 11.01(a) of the Plan is hereby amended by deleting the same in its entirety and substituting therefore a new Section 11.01(a) to read as follows:

“11.01 Administration of the Plan. (a) Except as otherwise specifically provided in the Plan, the Plan shall be administered: (i) by the Compensation Committee with respect to all matters pertaining to Awards that may be made or granted or that have been made or granted: (A) to members of the Board of Directors; (B) to any Eligible Person who is not an Employee; and (C) except as provided in Section 11.01(a)(ii) below, to any Eligible Person who is an Employee; and (ii) by the Compensation Administration Committee with respect to those specific matters pertaining to Awards to Employees who are not Executive Officers that are within the scope of the authority granted to the Compensation Administration Committee under Section 11.04 below or delegated by the Compensation Committee to the Compensation Administration Committee pursuant to Section 11.05 below.”

4. Notwithstanding anything to the contrary contained in the Plan, the Plan shall be and hereby is deemed and construed to be amended to the full extent necessary to provide that, effective as of January 1, 2010, the Compensation Committee shall have the sole and exclusive authority to determine the identity of those members of the Board of Director and the identity of the Executive Officers who will be entitled to receive Awards under the terms of the Plan and shall have sole and exclusive authority to establish the terms and conditions of any such Awards, including, but not limited to, the form of the Award (including, but not limited to restricted stock, restricted stock units, options, performance stock, performance stock units and rights), the

number of shares of Common Stock of the Company reflected by the Award and the terms and conditions for payment of any cash or Common Stock which may be payable or issuable pursuant to the terms of any Awards made to any members of the Board of Directors and pursuant to the terms of any Awards made to any Executive Officers.

5. Capitalized terms used but not otherwise defined in this Amendment shall have the meanings ascribed to such terms by the Plan.

IN WITNESS WHEREOF, Gibraltar Industries, Inc. has caused this Plan to be executed as of the _____ day of April, 2011.

GIBRALTAR INDUSTRIES, INC.

By: _____