## 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 24, 2012 (February 23, 2012)

### 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 14219-0228
(Address of principal executive offices, including zip code)

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

(Former name or former address, if changed since last report)

follo	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 wing 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 2.02 Results of Operations and Financial Condition

and

#### **Item 7.01 Regulation FD Disclosure**

The following information is furnished pursuant to both Item 2.02 and Item 7.01:

On February 23, 2012, Gibraltar Industries, Inc. (the "Company") issued a news release reporting results for the three and twelve months ended December 31, 2011. A copy of the news release (the "Release") is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

The information in this Form 8-K under the captions Items 2.02 and 7.01 and Item 9.01, including the Release, 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)-(c) Not Applicable

(d) Exhibits:

Exhibit No. Description

99.1 News Release issued by Gibraltar Industries, Inc. on February 23, 2012

#### **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: February 24, 2012 By: \_/s/ Kenneth W. Smith

Kenneth W. Smith Senior Vice President and Chief Financial Officer

#### Contact:

Kenneth Smith Chief Financial Officer 716.826.6500 ext. 3217 <a href="mailto:kwsmith@gibraltar1.com">kwsmith@gibraltar1.com</a>

#### Gibraltar's Net Sales Increase 21% in Fourth Quarter

Top-Line Growth Reflects Strong Sales of Industrial and Infrastructure Products

Focus on Operational Excellence Drives Strong Full Year EPS Improvement

**Buffalo, New York, February 23, 2012** – Gibraltar Industries, Inc. (Nasdaq: ROCK), a leading manufacturer and distributor of products for building and industrial markets, today reported its financial results for the three months and year ended December 31, 2011.

#### **Management Comments**

"Gibraltar continued to deliver solid results in the fourth quarter of 2011, concluding a year of strong performance despite minimal growth in our traditional core markets," said Chairman and Chief Executive Officer Brian Lipke. "Net sales grew 21% for the quarter, including 7% organic growth and 14% growth from recent acquisitions, and 20% for the full year. Adjusted gross margins were up by 180 basis points and 250 basis points for the quarter and the full year, respectively. Excluding special items, adjusted EPS from continuing operations improved modestly for the quarter and significantly for 2011 as a whole."

"This was another solid operational quarter for Gibraltar, as we continued growing our top line, lowering our breakeven point and enhancing the performance of our business," said Henning Kornbrekke, President and Chief Operating Officer. "Gibraltar's growing presence in the industrial and infrastructure markets has enabled us to offset weak demand for housing by selling our products into two of the strongest segments of the economy. Equally important, in our traditional core markets – residential and nonresidential construction and remodeling – we have established Gibraltar as the leader in the majority of our product categories, while increasing our overall market share by launching new products, expanding our geographic coverage and improving our penetration of existing nationwide customer accounts."

"At the same time, we continued to make consistent progress toward our goal of positioning Gibraltar as the low-cost global supplier in its markets coupled with outstanding customer service," Kornbrekke said. "Focusing on operational excellence across the Company, we further lowered our cost structure with ongoing lean initiatives, maintained low levels of working capital, and continued to improve our management of commodity costs. In addition, the D.S. Brown and Pacific Award Metals businesses acquired in 2011 made the contributions we expected to Gibraltar's fourth-quarter growth, operating characteristics, product mix and profitability, and we continued to expand our pipeline of potential future acquisitions."

#### **Financial Results**

Net sales for the fourth quarter of 2011 increased 21% to \$174.1 million from \$144.1 million for the fourth quarter of 2010, including \$20 million in revenues from two second-quarter 2011 acquisitions. Gibraltar's fourth-quarter 2011 adjusted loss from continuing operations declined to \$5.1 million, or \$0.17 per share, from a loss of \$6.6 million, or \$0.22 per share, in the fourth quarter of 2010. Fourth-quarter 2011 adjusted results excluded after-tax special charges of \$1.8 million, or \$0.05 per share, resulting from acquisition-related costs and exit activity costs related to business restructuring. The adjusted loss from continuing operations for the fourth quarter of 2010 excluded after-tax special charges totaling \$69.8 million, or \$2.30 per share, primarily consisting of \$62.7 million for intangible asset impairments. Adjusting for these items, the GAAP loss from continuing operations was \$6.9 million, or \$0.22 per share, in the fourth quarter 2011, compared with a loss of \$76.3 million, or \$2.52 per share, for the fourth quarter last year.

Adjusted gross margin for the fourth quarter of 2011 increased to 16.6% from 14.8% in the fourth quarter of 2010. The increase was primarily due to favorable purchase price variance, improved efficiencies and the impact of recent acquisitions. Adjusted selling, general and administrative expense increased 25% to \$33.2 million for the fourth quarter of 2011 from \$26.6 million a year earlier, primarily reflecting additional costs incurred by recent acquisitions and an increase in equity compensation tied to Gibraltar's stock price improvement.

For the year ended December 31, total net sales for 2011 increased to \$766.6 million from \$637.5 million a year earlier, a 20% increase which included 9% organic growth. Gibraltar's full-year 2011 adjusted income from continuing operations was \$15.3 million, or \$0.50 per diluted share, compared with an adjusted loss from continuing operations of \$4.0 million, or \$0.13 per share, in 2010. The adjusted results for 2011 excluded after-tax special charges of \$6.1 million, or \$0.20 per share, for acquisition-related costs, exit activity costs related to business restructuring, and equity compensation declined by Mr. Lipke. The adjusted loss from continuing operations for full-year 2010 excluded after-tax special charges of \$71.3 million, or \$2.36 per share, largely consisting of \$62.6 million for intangible asset impairment. Adjusting for these items, Gibraltar's GAAP income from continuing operations for 2011 was \$9.2 million, or \$0.30 per diluted share, compared with a loss of \$75.4 million, or \$2.49 per diluted share, in 2010.

Adjusted gross margin for the full year 2011 increased to 19.8% from 17.3% in 2010. The increase was primarily due to favorable purchase price variance, improved efficiencies and the impact of recent acquisitions. Adjusted selling, general and administrative expense increased 8% to \$106.5 million in 2011 from \$98.8 million a year earlier, reflecting additional costs incurred by two businesses acquired in 2011. Adjusted selling, general and administration expenses as a percent of net sales fell to 13.9% in 2011 from 15.5% in 2010.

#### **Liquidity and Capital Resources**

- Gibraltar's liquidity increased again to \$170 million as of December 31, 2011, including cash on hand of \$54 million and availability under the Company's revolving credit facility.
- Working capital management continued to be effective, as days of net working capital for 2011, which consists of accounts receivable, inventory and accounts payable, were 63, compared with 60 days for 2010, the modest rise reflecting a longer cash conversion cycle for the two businesses acquired in 2011.
- During the fourth quarter of 2011, Gibraltar amended its Senior Credit Agreement to extend the due date of the \$200 million revolving credit facility for
  five years, reduce the Company's cost of borrowing, and provide additional financial flexibility. There have been no outstanding borrowings under this
  facility since September-end 2011.

#### Outlook

"Over the past three years we have been able to significantly improve Gibraltar's top- and bottom-line performance during a period of unprecedented weakness in housing and nonresidential construction," said Lipke. "Taking control of our own destiny, we have expanded our presence in attractive adjacent markets organically and through acquisitions, while gaining share in our traditional core markets, significantly lowering our cost structure, and strengthening our balance sheet. As a result, we believe that Gibraltar is well-positioned to improve margins by leveraging expected incremental sales in 2012 – particularly from our core businesses serving the industrial and infrastructure markets which now represent more than 50% of our business. We also expect to report year-over-year improvement in Gibraltar's financial results for 2012."

#### **Fourth-Quarter Conference Call Details**

Gibraltar has scheduled a conference call to review its results for the fourth quarter of 2011 tomorrow, February 24, 2012, starting at 9:00 a.m. ET. Interested parties may access the call by dialing (877) 407-5790 or (201) 689-8328. The presentation slides that will be discussed in the conference call are expected to be available this evening, February 23, 2012. The slides may be downloaded from the Gibraltar website: <a href="http://www.gibraltar1.com">http://www.gibraltar1.com</a>. A web cast replay of the conference call and a copy of the transcript will be available on the website following the call.

#### About Gibraltan

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 from 41 facilities in 20 states, 3 provinces in Canada, England and Germany. 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 <a href="http://www.gibraltar1.com">http://www.gibraltar1.com</a>.

#### **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. Risk factors that could affect these statements include, but are not limited to, the following: the availability of raw materials and the effects of changing raw material prices on the Company's results of operations; energy prices and usage; changing demand for the Company's products and services; changes in the liquidity of the capital and credit markets; risks associated with the integration of acquisitions; and changes in interest and tax rates. 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, except as may be required by applicable law or regulation.

#### **Non-GAAP Financial Data**

To supplement Gibraltar's consolidated financial statements presented on a GAAP basis, Gibraltar also presented certain adjusted financial data in this news release. Adjusted financial data excluded special charges consisting of intangible asset impairment, restructuring primarily associated with the closing and consolidation of our facilities, acquisition-related costs, surrendered equity compensation, deferred tax valuation allowances, and interest expense recognized as a result of our interest rate swap becoming ineffective. These adjustments are shown in the Non-GAAP reconciliation of adjusted operating results excluding special charges provided in the financial statements that accompany this news release. We believe that the presentation of results excluding special charges provides meaningful supplemental data to investors, as well as management, that are indicative of the Company's core operating results and facilitates comparison of operating results across reporting periods as well as comparison with other companies. Special charges are excluded since they may not be considered directly related to our ongoing business operations. These adjusted measures should not be viewed as a substitute for our GAAP results, and may be different than adjusted measures used by other companies.

#### **Next Earnings Announcement**

Gibraltar expects to release its financial results for the three months ending March 31, 2012, on May 2, 2012, and hold its earnings conference call on May 3, 2012, starting at 9:00 a.m. ET.

## GIBRALTAR INDUSTRIES, INC. CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share data)

		Three Months Ended December 31,				Year Ended December 31,				
		2011		2010		2011		2010		
Net sales	\$	174,141	\$	144,115	\$	766,607	\$	637,454		
Cost of sales		147,462		128,183		621,492		533,586		
Gross profit		26,679		15,932		145,115		103,868		
Selling, general, and administrative expense		33,494		27,291		108,957		99,546		
Intangible asset impairment				77,141				76,964		
(Loss) income from operations		(6,815)		(88,500)		36,158		(72,642)		
Interest expense		5,042		4,363		19,363		19,714		
Other (income) expense		(44)		84		(90)		(77)		
(Loss) income before taxes		(11,813)		(92,947)		16,885		(92,279)		
(Benefit of) provision for income taxes		(4,959)		(16,609)		7,669		(16,923)		
(Loss) income from continuing operations		(6,854)		(76,338)		9,216		(75,356)		
Discontinued operations:										
Income (loss) before taxes		219		824		13,840		(27,125)		
(Benefit of) provision for income taxes		(30)		(999)		6,533		(11,413)		
Income (loss) from discontinued operations		249		1,823		7,307		(15,712)		
Net (loss) income	\$	(6,605)	\$	(74,515)	\$	16,523	\$	(91,068)		
Net (loss) income per share – Basic:										
(Loss) income from continuing operations	\$	(0.22)	\$	(2.52)	\$	0.30	\$	(2.49)		
Income (loss) from discontinued operations		0.00		0.06		0.24		(0.52)		
Net (loss) income	\$	(0.22)	\$	(2.46)	\$	0.54	\$	(3.01)		
Weighted average shares outstanding – Basic		30,606		30,327		30,507		30,303		
Net (loss) income per share – Diluted:				_						
(Loss) income from continuing operations	\$	(0.22)	\$	(2.52)	\$	0.30	\$	(2.49)		
Income (loss) from discontinued operations		0.00	_	0.06	_	0.24	_	(0.52)		
Net (loss) income	\$	(0.22)	\$	(2.46)	\$	0.54	\$	(3.01)		
Weighted average shares outstanding – Diluted	_	30,606	-	30,327	-	30,650		30,303		
	_		_		_		_			

#### GIBRALTAR INDUSTRIES, INC. CONSOLIDATED BALANCE SHEETS (in thousands)

	De	ecember 31, 2011	De	cember 31, 2010
Assets	-			
Current assets:				
Cash and cash equivalents	\$	54,117	\$	60,866
Accounts receivable, net of reserve		90,595		70,371
Inventories		109,270		77,848
Other current assets		14,872		20,229
Assets of discontinued operations		_		13,063
Total current assets		268,854		242,377
Property, plant, and equipment, net		151,974		145,783
Goodwill		348,326		298,346
Acquired intangibles		95,265		66,301
Other assets		7,636		16,766
Equity method investment		_		1,345
Assets of discontinued operations				39,972
	\$	872,055	\$	810,890
Liabilities and Shareholders' Equity				
Current liabilities:				
Accounts payable	\$	67,320	\$	56,775
Accrued expenses		60,687		36,785
Current maturities of long-term debt		417		408
Liabilities of discontinued operations		_		6,150
Total current liabilities		128,424		100,118
Long-term debt		206,746		206,789
Deferred income taxes		55,801		37,119
Other non-current liabilities		21,148		23,221
Liabilities of discontinued operations		_		2,790
Shareholders' equity:				
Preferred stock, \$0.01 par value; authorized 10,000 shares; none outstanding		_		_
Common stock, \$0.01 par value; authorized 50,000 shares; 30,702 and 30,516 shares issued in 2011 and 2010		307		305
Additional paid-in capital		236,673		231,999
Retained earnings		229,437		212,914
Accumulated other comprehensive loss		(3,350)		(2,060)
Cost of 281 and 219 common shares held in treasury in 2011 and 2010		(3,131)		(2,305)
Total shareholders' equity		459,936		440,853

\$ 872,055

\$ 810,890

# GIBRALTAR INDUSTRIES, INC. CONSOLIDATED STATEMENTS OF CASH FLOWS (in thousands)

		d December 31, 2010			
Cash Flows from Operating Activities		2011	_	2010	
Net income (loss)	\$	16,523	\$	(91,068)	
Income (loss) from discontinued operations		7,307		(15,712)	
Income (loss) from continuing operations		9,216		(75,356)	
Adjustments to reconcile net income (loss) to net cash provided by operating activities:					
Depreciation and amortization		26,181		23,964	
Provision for deferred income taxes		5,028		(10,629)	
Stock compensation expense		4,642		4,315	
Non-cash charges to interest expense		2,328		4,324	
Intangible asset impairment		_		76,964	
Other non-cash adjustments		3,321		7,252	
Increase (decrease) in cash resulting from changes in the following (excluding the effects of acquisitions):					
Accounts receivable		(7,612)		(4,186)	
Inventories		(10,101)		152	
Other current assets and other assets		10,172		1,626	
Accounts payable		2,076		12,506	
Accrued expenses and other non-current liabilities		4,577		6,259	
Net cash provided by operating activities of continuing operations		49,828		47,191	
Net cash (used in) provided by operating activities of discontinued operations		(3,133)		22,178	
Net cash provided by operating activities		46,695		69,369	
Cook Florer from James the Authorities					
Cash Flows from Investing Activities Cash paid for acquisitions, net of cash acquired		(109,248)			
Purchases of property, plant, and equipment				(0.262)	
Purchase of equity method investment		(11,552)		(8,362)	
Net proceeds from sale of property and equipment		(250) 1,226		(1,250) 221	
Net proceeds from sale of businesses		67,529		29,164	
-			_		
Net cash (used in) provided by investing activities of continuing operations		(52,295)		19,773	
Net cash provided by (used in) investing activities of discontinued operations		2,089		(384)	
Net cash (used in) provided by investing activities		(50,206)	_	19,389	
Cash Flows from Financing Activities					
Long-term debt payments		(74,262)		(58,967)	
Proceeds from long-term debt		73,849		8,559	
Payment of deferred financing fees		(1,570)		(164)	
Purchase of treasury stock at market prices		(826)		(1,114)	
Excess tax benefit from stock compensation		_		54	
Net proceeds from issuance of common stock		34		270	
Net cash used in financing activities		(2,775)		(51,362)	
Effect of exchange rate changes on cash		(463)		(126)	
Net (decrease) increase in cash and cash equivalents		(6,749)		37,270	
Cash and cash equivalents at beginning of year		60,866		23,596	
Cash and cash equivalents at end of year	\$	54,117	\$	60,866	

#### GIBRALTAR INDUSTRIES, INC.

#### Non-GAAP Reconciliation of Adjusted Statement of Operations (unaudited)

(in thousands, except per share data)

	Three Months Ended December 31, 2011												
	As Reported In GAAP Statements		Intangible Asset Impairment		Restructuring Costs		Acquisition Related Costs		St	Adjusted atement of Operations			
Net sales	\$	174,141	\$	_	\$	_	\$	_	\$	174,141			
Cost of sales		147,462				(2,219)				145,243			
Gross profit		26,679		_		2,219		_		28,898			
Selling, general, and administrative expense		33,494				(105)		(216)		33,173			
Loss from operations		(6,815)		_		2,324		216		(4,275)			
Operating margin		(3.9)%		0.0%		1.3%		0.1%		(2.5)%			
Interest expense		5,042		_		_		_		5,042			
Other income		(44)								(44)			
Loss before income taxes		(11,813)		_		2,324		216		(9,273)			
Benefit of income taxes		(4,959)		_		757				(4,202)			
Loss from continuing operations	\$	(6,854)	\$		\$	1,567	\$	216	\$	(5,071)			
Loss from continuing operations per share – diluted	\$	(0.22)	\$	0.00	\$	0.05	\$	0.00	\$	(0.17)			

GIBRALTAR INDUSTRIES, INC.
Non-GAAP Reconciliation of Adjusted Statement of Operations (unaudited)

(in thousands, except per share data)

	Three Months Ended December 31, 2010												
	As Reported In GAAP Statements		ntangible Asset ipairment	Restructuring Costs				St	Adjusted atement of Operations				
Net sales	\$ 144,115	\$		\$		\$		\$	144,115				
Cost of sales	128,183		_		(5,459)		_		122,724				
Gross profit	15,932		_		5,459		_		21,391				
Selling, general, and administrative expense	27,291		_		(647)		_		26,644				
Intangible asset impairment	77,141		(77,141)		_		_		_				
Loss from operations	 (88,500)		77,141		6,106				(5,253)				
Operating margin	(61.4)%		53.5%		4.3%		0.0%		(3.6)%				
Interest expense	4,363		_				_		4,363				
Other expense	84		_		_		_		84				
Loss before income taxes	 (92,947)		77,141		6,106				(9,700)				
Benefit of income taxes	(16,609)		14,485		1,374		(2,400)		(3,150)				
Loss from continuing operations	\$ (76,338)	\$	62,656	\$	4,732	\$	2,400	\$	(6,550)				
Loss from continuing operations per share – diluted	\$ (2.52)	\$	2.07	\$	0.15	\$	0.08	\$	(0.22)				

#### GIBRALTAR INDUSTRIES, INC.

## Non-GAAP Reconciliation of Adjusted Statement of Operations (unaudited)

(in thousands, except per share data)

	 Year Ended December 31, 2011												
	As Reported In GAAP Statements		Acquisition Related Costs		Surrendered Compensation		tructuring Costs	Sta	Adjusted atement of perations				
Net sales	\$ 766,607	\$		\$		\$		\$	766,607				
Cost of sales	 621,492		(2,467)				(3,916)		615,109				
Gross profit	145,115		2,467		_		3,916		151,498				
Selling, general, and administrative expense	108,957		(986)		(885)		(581)		106,505				
Income from operations	36,158		3,453		885		4,497		44,993				
Operating margin	4.7%		0.5%		0.1%		0.6%		5.9%				
Interest expense	19,363		_		_		_		19,363				
Other income	(90)						_		(90)				
Income before income taxes	16,885		3,453		885		4,497		25,720				
Provision for income taxes	7,669		1,054		_		1,683		10,406				
Income from continuing operations	\$ 9,216	\$	2,399	\$	885	\$	2,814	\$	15,314				
Income from continuing operations per share – diluted	\$ 0.30	\$	0.08	\$	0.03	\$	0.09	\$	0.50				

#### GIBRALTAR INDUSTRIES, INC.

Non-GAAP Reconciliation of Adjusted Statement of Operations (unaudited)

(in thousands, except per share data)

	Year Ended December 31, 2010											
	]	As Reported In GAAP Statements		Intangible Asset Impairment		Restructuring Costs		Ineffective Interest Rate Swap		Deferred Tax Valuation Allowance	S	Adjusted Statement of Operations
Net sales	\$	637,454	\$		\$		\$		\$		\$	637,454
Cost of sales		533,586		_		(6,361)		_		_		527,225
Gross profit		103,868		_		6,361		_				110,229
Selling, general, and administrative expense		99,546		_		(724)						98,822
Intangible asset impairment		76,964		(76,964)		_		<del>_</del>		_		_
(Loss) income from operations	·	(72,642)		76,964		7,085		_		_		11,407
Operating margin		(11.4)%		12.1%		1.1%		0.0%		0.0%		1.8%
Interest expense		19,714						(1,424)		_		18,290
Other income		(77)				<u> </u>		<u> </u>		<u> </u>		(77)
Loss before income taxes		(92,279)		76,964	_	7,085		1,424				(6,806)
Benefit of income taxes		(16,923)		14,412		1,634		520		(2,400)		(2,757)
Loss from continuing operations	\$	(75,356)	\$	62,552	\$	5,451	\$	904	\$	2,400	\$	(4,049)
Loss from continuing operations per share—diluted	\$	(2.49)	\$	2.06	\$	0.18	\$	0.03	\$	0.09	\$	(0.13)