Table of Contents

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) February 26, 2014 (February 19, 2014)

GIBRALTAR INDUSTRIES, INC.
(Exact name of registrant as specified in its charter)

Delaware	**0-22462**	**16-1445150**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

3556 Lake Shore Road
P.O. Box 2028
Buffalo, New York 14219-0228
(Address of principal executive offices) (Zip Code)

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

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

Table of Contents

Item 8.01 Other Events

Resignation from the Board

On February 19, 2014, Gerald S. Lippes tendered his resignation from the Board of Directors of Gibraltar Industries, Inc. (the "Company"), to be effective December 31, 2014, which resignation was accepted by the Company's Board of Directors. The resignation by Mr. Lippes from the Board of Directors of the Company was not the result of any disagreement with the Company.

Amendments to Committee Charters & Governance Policies

On February 19, 2014, effective immediately, the Board of Directors of the Company approved and adopted (i) an amended and restated Stock Ownership Policy of the Company and (ii) amended and restated Corporate Governance Guidelines. These amendments, each of which is briefly described below, were effected to enhance the corporate governance structure of the Company and more closely align the interest of the officers and directors with those of the stockholders of the Company.

The amended and restated Stock Ownership Policy has been revised to, among other things, (i) consolidate the stock ownership requirements for directors and officers into one policy, (ii) raise the minimum number of shares of Common Stock required to be maintained by certain officers as well as the directors of the Company, and (iii) include a hardship provision.

The amended and restated Corporate Governance Guidelines have been revised to reflect the changes set forth in the Company's amended and restated Stock Ownership Policy.

The foregoing descriptions of the amendments are included to provide you with a summary of their respective terms. They do not purport to be complete descriptions and are qualified in their entirety by reference to the complete text of the amended and restated Stock Ownership Policy of the Company and the amended and restated Corporate Governance Guidelines, which are attached hereto as Exhibits 99.1 and 99.2, respectively, and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1	Stock Ownership Policy, effective February 19, 2014
99.2	Corporate Governance Guidelines, effective February 19, 2014

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: February 26, 2014

GIBRALTAR INDUSTRIES, INC.

/s/ Timothy F. Murphy

Name:	Timothy F. Murphy
Title:	Vice President, Treasurer and Secretary

Table of Contents

EXHIBIT INDEX

Exhibit No.	Description
99.1	Stock Ownership Policy, effective February 19, 2014
99.2	Corporate Governance Guidelines, effective February 19, 2014

Exhibit 99.1

GIBRALTAR INDUSTRIES, INC. STOCK OWNERSHIP POLICY

PURPOSE

The Board of Directors of Gibraltar Industries, Inc. (the "Company") has determined that it is desirable for the directors and executive officers of the Company (the "D&Os" or "D&O" in the singular) to own shares of the Company's common stock in amounts which instill in such D&Os a meaningful economic interest in the future performance of the Company. The guidelines set forth below are designed to ensure all directors have an appropriate level of ownership in the Company.

Additionally, the Board believes that requiring the Company's executives to obtain a meaningful economic interest in the future performance of the Company creates an incentive for such officers to develop and implement policies and strategies which will improve the long term value of the Company's common stock and aligns the interests of the Company's management team with the interests of the Company's stockholders.

POLICY

Each D&O who holds any of the offices of the Company identified below shall be required to acquire, within the time period described below, and hold throughout such director's tenure as a member of the Board of Directors or executive officer's employment with the Company, shares of the Company's common stock or other permitted equity interests having a value equal to the percentage of such director's annual cash retainer or each officer's base salary represented in the following table:

Office	Percentage of Retainer or Base Salary to be Owned and Held
Director	350%
Chief Executive Officer	300%
President	200%
Chief Financial Officer	100%
Senior Vice President	100%
Vice President	50%

COMMON STOCK AND PERMITTED EQUITY INTERESTS

The determination of whether or not a D&O has acquired the necessary level of ownership of the Company's common stock or other permitted equity interests shall be made based on (a) all shares of the Company's common stock which are owned by the D&O, including shares of the Company's common stock which are owned or held by the spouse and/or minor children of the D&O and shares of common stock which are awarded as restricted stock; (b) all shares of the Company's common stock which are issuable upon the exercise of all stock options held by the D&O (whether incentive stock options or non-qualified stock options); (c) all shares of the Company's common stock which are issuable at target in connection with all units which have been awarded to the D&O under the terms of the Company's Equity Incentive Plan, whether such units are restricted stock units, performance units or otherwise, but only to the extent that such units are settled by the distribution of shares of the Company's common stock; and (d) all shares of the Company's common stock which are allocated to the D&O under the Gibraltar 401(k) Plan (all such shares of the Company's common stock being hereinafter the "Included Shares").

For purposes of the foregoing, the Included Shares shall be included in determining whether the D&O has achieved the necessary level of ownership, whether or not the D&O has obtained a non-forfeitable (vested) interest in: (a) any shares of the Company's common stock awarded as restricted stock; (b) any rights to acquire shares of the Company's common stock pursuant to the exercise of stock options; or (c) any rights to issuance of shares of the Company's common stock in connection with units allocated under the Company's Equity Incentive Plan; or (d) any shares of the Company's common stock allocated under the Gibraltar 401(k) Plan.

VALUATION

For purposes of determining whether a D&O has acquired the percentage of base salary required by this policy, the value of each share of the Company's common stock included in the Included Shares shall be determined as follows:

(a) the value of the shares of the Company's common stock held by the D&O (or their spouse and/or minor children), shall be determined based on the current Fair Market Value (as determined below) of the Company's common stock;

(b) the value of a share of common stock which is issuable upon the exercise of any stock option shall be equal to the intrinsic value (the greater of (i) zero and (ii) the difference between the current Fair Market Value of a share of the Company's common stock less the exercise price of the stock option);

(c) the value of any shares of the Company's common stock issuable to the D&O pursuant to a unit allocated under the Company's Equity Incentive Plan shall be equal to the current Market Value of a share of the Company's common stock ; and

(d) the value of any share of common stock of the Company allocated to the D&O under the Gibraltar 401(k) Plan shall be equal to the current Fair Market Value of a share of the Company's common stock.

For purposes of the foregoing, the current Fair Market Value of a share of the Company's common stock shall be the closing price of one share of the Company's common stock as reported by the NASDAQ National Market system on the date the determination of Fair Market Value is to be made.

TIME TO ACHIEVE GUIDELINES

The Chief Executive Officer and President shall have a period of five (5) years following his or her appointment. Each other D&O covered by this policy must attain the designated levels of ownership within such D&O's first three (3) years of service. If an executive officer is promoted into a position with a higher required ownership, the executive officer shall have a period of three (3) years from the date of promotion to achieve the higher required ownership level. Except as provided below with respect to the exercise of stock options or the issuance of units, after any D&O achieves the designated level of ownership, such level of ownership shall be maintained throughout his/her employment with the Company.

D&Os are not permitted to sell or transfer any shares received from the Company's Equity Incentive Plan until their guideline ownership levels have been met, except for the payment of applicable withholding taxes as described below.

The Company shall prepare a report on the level of ownership of Included Shares by the D&O to whom this policy applies on an annual basis and shall deliver such report to the Nominating and Corporate Governance Committee for review. The report shall indicate whether each D&O to whom this policy applies has achieved the required level of ownership of Included Shares and, if the time for the D&O to achieve the required level of ownership has not expired, the percentage of the required ownership level that has been achieved by the D&O together with a statement of the time remaining for the D&O to achieve the required level of ownership.

STOCK SALES, OPTION EXERCISE OR RESTRICTED STOCK UNIT EXERCISE

D&Os may sell shares of the Company's common stock and/or exercise options or restricted stock units at any time (subject to applicable laws, regulations and pre-clearance from the applicable officer of the Company), provided that, except as provided below, such sales do not reduce their holdings below the ownership level required by this Policy.

Notwithstanding the foregoing, if a D&O is not issued the full number of shares of common stock of the Company which are issuable upon the exercise of any stock option or in connection with the vesting of any restricted stock or upon settlement of any award of units made to the D&O, and if the reason that the D&O has not been issued such full number of shares of common stock of the Company is that the shares of common stock of the Company have been withheld by the Company for the payment of applicable withholding taxes, the shares of the Company's common stock withheld by the Company shall no longer be treated as though they are owned by the D&O. In the event that the withholding of shares of the Company's common stock for the payment of applicable withholding taxes will reduce the number of shares of the Company's common stock which are owned by the D&O below the percentage required by this Policy, the D&O shall have a period of three (3) years following such reduction to achieve the ownership level required by this Policy.

HARDSHIP PROVISON

The Nomination and Corporate Governance Committee will evaluate whether exceptions from the guidelines should be made in the case of any D&O who, due to his or her unique financial circumstances, would incur a hardship or be prevented from complying with a court order, e.g., as part of a divorce settlement, by complying with the Stock Ownership Policy.

Share prices of all public companies are subject to market volatility. The Board believes that it would be unfair to require a D&O to buy more shares simply because the Company's stock price drops temporarily. In the event there is a decline in the Company's stock price that causes a D&O's holdings to fall below the applicable threshold, the D&O will not be required to purchase additional shares to meet the threshold, but such D&O shall not sell or transfer any shares, except for the payment of applicable withholding taxes on awards earned under the Company's Equity Incentive Plan, the until the threshold has again been achieved.

REVIEW

These guidelines will be reviewed annually by the Board and will be amended and updated as needed.

AMENDMENT AND RESTATEMENT

This amended and restatement of the Stock Ownership Policy is effective February 19, 2014 and supersedes the Executive Stock Ownership Policy as in effect prior to such date.

Exhibit 99.2

CORPORATE GOVERNANCE GUIDELINES
FOR
GIBRALTAR INDUSTRIES, INC.

A. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board of Directors (the "Board") of Gibraltar Industries, Inc. (the "Company") shall be primarily responsible for protecting, preserving and enhancing the long-term economic value of the Company for the benefit of its stockholders and establishing of policies and procedures to achieve these goals. The Board's responsibilities shall also include, but not be limited to, reviewing the performance of management, providing for management succession (including the succession of the Chief Executive Officer), reviewing the strategic direction of the Company, including acquisitions and other opportunities, assessment of risks inherent in strategic initiatives, operational activities and external events and institution of measures to manage or reduce such risks to levels deemed appropriate and implementing policies and procedures intended to provide reasonable assurance that those that are entrusted with the management, direction, and success of the Company act in the best interests of the Company and its stockholders. The Board shall consult with and provide advice and guidance to the Company's management on other issues as may be requested by the Company's management or as the Board may deem appropriate.

Directors are expected to prepare adequately for and use their best efforts to regularly attend meetings of the Board and the Committees on which they serve. Directors are encouraged to attend the annual meeting of the Company's stockholders. Directors are also expected to keep and maintain as confidential, all information discussed at meetings of the Board and its Committees, including information concerning the Board's proceedings in connection with deliberations on any particular matter and the substance of those deliberations.

B. LEAD INDEPENDENT DIRECTOR

The Board has determined that it is appropriate to appoint a lead independent director to strengthen the Board's independent oversight of the policies and strategies of the Company's management. The lead independent director must have the confidence of and the ability to work with the Chairman and Chief Executive Officer, together with the support of the independent members of the Company's Board. Accordingly, upon adoption of these Amended and Restated Corporate Governance Guidelines, and at the first regularly scheduled meeting of the Company's Board following each annual meeting of the Company's stockholders occurring after the adoption of these Amended and Restated Corporate Governance Guidelines, the Chairman and Chief Executive Officer shall recommend to the Company's independent directors the appointment of a specified independent member of the Company's Board to hold the position of lead independent director. The individual recommended for appointment to serve as lead independent director shall be approved by at least fifty percent (50%) of the independent members of the Board of Directors.

The individual appointed to serve as lead independent director shall have the following duties and responsibilities:

- Preside at all meetings of the Board at which the Chairman and Chief Executive Officer is not present
- Preside at all executive sessions of the independent members of the Board
- Act as principal liaison between the Chairman and Chief Executive Officer and the independent members of the Board relating to matters which are not the responsibility of any of the standing committees of the Board
- Consult with the Chairman and Chief Executive Officer regarding meeting agendas and information provided with respect to topics to be considered
- Consult with Chairman and Chief Executive Officer regarding engagement of consultants by the Board

C. DIRECTOR INDEPENDENCE

The Company shall be responsible for analyzing and submitting to the Nominating and Corporate Governance Committee on an annual basis, a report on the eligibility of each Director to be classified as independent under the rules established by the National Association of Securities Dealers for qualification, listing and delisting of companies on the NASDAQ Stock Market.

The Audit Committee shall, on an annual basis, review, evaluate, approve or ratify all transactions between the Company and any of its subsidiaries on the one hand and related parties on the other hand, to the extent such transactions are required to be disclosed in the Company's proxy pursuant to Regulation S-K Item 404(a).

D. EXECUTIVE SESSIONS

The non-management and independent directors shall meet in executive session at least annually. At each executive session meeting, no members of management nor management directors shall be present and the non-management and independent directors shall consider such matters as they deem to be appropriate. The lead independent director shall serve as the chair of these meetings and will consult, as appropriate, with the chairperson of the other standing committees of the Board in order to avoid diluting the authority or responsibility of such chairpersons. If the lead independent director is not in attendance at any executive session meeting, those directors in attendance may select a chair of the meeting. The meeting chair shall report to the Board on the matters discussed and any actions taken. At least annually, the non-management and independent directors shall consider the following matters: (i) evaluation of the Chief Executive Officer; (ii) review of management succession planning; (iii) review of Board processes; and (iv) review of the effectiveness of the information flow between the Board and the Company's stockholders.

E. BOARD COMPENSATION

The compensation payable to non-employee members of the Board will be reviewed periodically by the Compensation Committee who shall approve any changes in compensation to be paid to the non-employee directors.

F. SUCCESSION PLANNING

The Board shall plan for the succession of the Chief Executive Officer position, including succession in the event of an emergency or retirement of the Chief Executive Officer. To assist the Board, the Chief Executive Officer will annually provide the Board with an assessment of the members of senior management and their succession potential. The Board will review this assessment, on an annual basis, and based on such review, shall establish a plan for the succession of the Chief Executive Officer.

G. STOCK OWNERSHIP

The Board has established a Stock Ownership Policy, which provides that each of the Company's directors and "named executive officers" (as such term is defined in the Securities Exchange Act of 1934, as amended) is required to own shares of the Company's Common Stock, or options or restricted stock units convertible into shares of the Company's Common Stock. Pursuant to the terms of the policy: (i) each director and executive officer is required to own a number of shares of Common Stock, or options or restricted stock units convertible into shares of the Company's Common Stock, equal in value to a specified percentage of such director's annual retainer or executive officer's salary; (ii) each director and executive officer must attain the designated levels of ownership: (A) in the case of the Chief Executive Officer, within five (5) years following his or her appointment; and (B) in the case of directors and all other executive officers, within three (3) years following their appointment. Once the designated level of ownership is achieved, it is required to be maintained throughout such director's tenure as a member of the Board of Directors or executive officer's employment with the Company.

H. SUBMISSION OF EXECUTIVE COMPENSATION TO STOCKHOLDERS

The Board will cause the compensation payable to the Company's named executive officers to be submitted to the Company's stockholders for a non-binding vote on the approval of such compensation each year at the annual meeting of the Company's stockholders.

Every sixth annual meeting of the Company's stockholders, the Board shall cause a resolution as to the frequency with which the Company shall submit the compensation payable to the Company's named executive officers to a non-binding vote of the Company's stockholders.

I. EXECUTIVE COMPENSATION CLAWBACK POLICY

If the independent members of the Board, or a committee thereof (the independent members of the Board or such committee of independent members of the Board being hereinafter the "Independent Directors"), determine that an executive officer has engaged in fraudulent conduct that results in a restatement of the Company's financial statements previously filed with the U.S. Securities Exchange Commission, the Independent Directors may take a range of actions to remedy the conduct and prevent its recurrence. Actions would vary depending on the facts and circumstances as determined by the Independent Directors, and may include seeking reimbursement as deemed appropriate under the circumstances with respect to any bonus, incentive payment, equity award, or other compensation paid or awarded to the executive officer of the Company who has engaged in fraudulent conduct where such compensation was predicated upon any financial results or operating metrics that were the product of fraudulent conduct. These actions would be in addition to, and not in lieu of, any actions imposed by law enforcement agencies, regulators or other authorities.

In determining whether to recover a payment, the Independent Directors shall take into account such considerations as deemed appropriate, including whether the assertion of a claim may violate applicable law or prejudice the interests of the Company in any related proceeding or investigation. The Independent Directors shall have sole discretion in determining whether an officer's conduct has or has not met any particular standard of conduct under law or Company policy.

J. BOARDS SERVED ON BY DIRECTORS

Directors, other than the Chief Executive Officer, shall not serve on the board of directors of more than four (4) publicly traded companies, excluding service on the Board of the Company. The Chief Executive Officer shall not serve on the board of directors of more than two (2) publicly traded companies, excluding service on the Board of the Company.

K. ANNUAL BOARD REVIEWS

The Board shall conduct an annual Self-Assessment to determine whether it and its committees are functioning effectively. The full Board shall discuss the evaluation to determine what, if any, action could improve Board or committee performance.

L. ANNUAL REVIEW OF GUIDELINES

The Board shall, with the assistance of the Nominating and Corporate Governance Committee, as appropriate, review these Corporate Governance Guidelines on an annual basis to determine whether any changes are appropriate.

M. CHANGES IN DIRECTOR STATUS

The Board believes that a change in the duties and responsibilities of its directors resulting from a job change or retirement may directly or indirectly impact the director's ability to continue to fulfill his or her duties and responsibilities as a member of the Company's Board of Directors or could alter the ongoing skills mix that the Board would like to have. Therefore, upon any job change by a director, including but not limited to retirement, the director who experiences such job change or retirement shall promptly submit a written offer of resignation to the Chairperson of the Nominating and Governance Committee. Additionally, directors who attain age 72 shall, promptly following their seventy second birthday and each succeeding birthday, submit their resignation to the Chairperson of the Nominating and Governance Committee. The Nominating and Governance Committee shall review any such resignations and make recommendations to the full Board regarding whether or not such resignations should be accepted.

N. AMENDMENT AND RESTATEMENT

These Corporate Governance Guidelines have been adopted by the Board of the Company, effective as of February 19, 2014. These Corporate Governance Guidelines supersede and replace, in their entirety, the Corporate Governance Guidelines adopted by the Board effective March 9, 2012.