

LENNOX INTERNATIONAL INC
Form 8-K
December 17, 2008

**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): December 17, 2008

LENNOX INTERNATIONAL INC.
(Exact name of registrant as specified in its charter)

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| Delaware (State or other Jurisdiction of Incorporation) | 001-15149 (Commission File Number) | 42-0991521 (IRS Employer Identification No.) |
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| 2140 Lake Park Blvd. Richardson, Texas (Address of Principal Executive Offices) | 75080 (Zip Code) |
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Registrant's telephone number, including area code: **(972) 497-5000**

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

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))

Item 7.01 Regulation FD Disclosure

As previously announced, on December 17, 2008, Lennox International Inc. (the Company) made a presentation to the investment community providing certain financial and operating information regarding the Company, including the Company's strategy and outlook for 2008 and beyond.

The Company provided its current 2008 full-year financial guidance:

Revenue down 5-6% from the prior year

Adjusted EPS of \$2.65 - \$2.75

GAAP EPS from continuing operations of \$2.13 - \$2.23

Capital expenditures of approximately \$60 million

Tax rate of 36-37%

The Company also provided 2009 full-year financial guidance:

Revenue down 8-12% from the prior year, including 5 percentage points of negative impact from foreign exchange

Adjusted EPS of \$2.10 - \$2.50

GAAP EPS from continuing operations of \$2.05 - \$2.45

Capital expenditures of approximately \$80 million

Tax rate of 36-37%

Please see the presentation materials and the webcast for a complete discussion of the guidance provided. A copy of the presentation materials, as well as the webcast of the presentation, are available on the Company's website at www.lennoxinternational.com.

This Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include guidance, projections, forecasts, plans and objectives of management for future operations and operating and financial performance, as well as any related assumptions. Such statements are based upon the current beliefs and expectations of the Company's management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements. Factors that could cause the Company's results to differ materially from those described in the forward-looking statements can be found in the Company's Annual Report on Form 10-K for the year ended December 31, 2007, as well as recent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, which are on file with the Securities and Exchange Commission and may be obtained free of charge through the Web site maintained by the SEC at <http://www.sec.gov>. The factors discussed in these reports include, but are not limited to, the impact of higher raw material prices, the Company's ability to implement price increases for its products and services and the impact of unfavorable weather and a decline in new construction activity on the demand for products and services. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

SIGNATURES

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.

LENNOX INTERNATIONAL INC.

Date: December 17, 2008

By: /s/ Kenneth C. Fernandez

Name: Kenneth C. Fernandez

Title: Associate General Counsel

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