

LENNOX INTERNATIONAL INC

Form 8-K

October 26, 2006

**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): October 20, 2006**  
**LENNOX INTERNATIONAL INC.**  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-15149  
(Commission File Number)

42-0991521  
(IRS Employer Identification No.)

2140 Lake Park Blvd.  
Richardson, Texas  
(Address of principal executive  
offices)

75080  
(Zip Code)

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 (*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))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On October 20, 2006, Lennox International Inc. (the Company) entered into Employment Agreements, Change of Control Agreements and Indemnification Agreements with Doug Young and Harry Bizios, in connection with Mr. Young's recent appointment to president and chief operating officer of the Company's Residential Heating and Cooling business segment and Mr. Bizios' recent appointment to president and chief operating officer of the Company's Commercial Heating and Cooling business segment (both of which were previously announced on the Company's Current Report on Form 8-K, dated October 12, 2006).

Each of the Employment Agreements and Change of Control Agreements were entered into pursuant to the Form of Employment Agreement and Amended and Restated Form of Change of Control Employment Agreement filed as Exhibits 10.1 and 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2000 and incorporated herein by reference. The Indemnification Agreements were entered into pursuant to the Form of Indemnification Agreement filed as Exhibit 10.15 to the Company's Registration Statement on Form S-1 (Registration No. 333-75725) filed on April 6, 1999 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(c) Exhibits.**

**EXHIBIT**

**NUMBER DESCRIPTION**

- |      |   |
|------|---|
| 10.1 | Form of Employment Agreement filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2000 and incorporated herein by reference.  |
| 10.2 | Form of Amended and Restated Change of Control Employment Agreement filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2000 and incorporated herein by reference. |
| 10.3 | Form of Indemnification Agreement filed as Exhibit 10.15 to the Company's Registration Statement on Form S-1 (Registration No. 333-75725) filed on April 6, 1999 and incorporated herein by reference.                  |

**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: October 26, 2006

By: /s/ Kenneth C. Fernandez  
Name: Kenneth C. Fernandez  
Title: Associate General Counsel

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- 10.2 Form of Amended and Restated Change of Control Employment Agreement filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2000 and incorporated herein by reference.
- 10.3 Form of Indemnification Agreement filed as Exhibit 10.15 to the Company's Registration Statement on Form S-1 (Registration No. 333-75725) filed on April 6, 1999 and incorporated herein by reference.