

EAGLE MATERIALS INC
Form SC 13G
January 27, 2016

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

Eagle Materials Inc.

(NAME OF ISSUER)

Common Stock (par value \$.01 per share)

(Title of Class of Securities)

26969P108

(CUSIP Number)

December 31, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1 (b)

Rule 13d-1 (c)

Rule 13d-1 (d)

CUSIP No.
26969P108

13G

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1. Names of reporting persons JPMorgan Chase & Co.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS 13-2624428
(ENTITIES ONLY)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
GROUP*

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5. SOLE VOTING POWER 2,230,101

SHARES

BENEFICIALLY	1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
Code	V			Amount	(A) or (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities (Instr. 3 and 4)
Additional RSUs ⁽¹⁾	\$ 27.5	04/08/2009		A	24.7	<u>(2)</u> <u>(2)</u>	Common Stock	24.7 \$ 2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ADDISON BRIAN M 1574 ROSEWOOD LANE YORK, PA 17403			VICE PRESIDENT & SECRETARY	

Signatures

Brian M.
Addison

04/09/2009

 Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Dividend on existing vested or unvested Restricted Stock Units (RSUs) awarded to participant, payable as additional units of phantom stock
 - (2) Not applicable to this transaction

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ">

(c)

Insurance company as defined in Section 3(a)(19) of the

Exchange Act;

(d)

Investment company registered under Section 8 of the Investment

Company Act;

(e)

An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

(f)

An employee benefit plan or endowment fund in accordance with

Rule 13d-1(b)(1)(ii)(F);

(g)

X

A parent holding company or control person in accordance with

Rule 13d-1(b)(1)(ii)(G);

(h)

A savings association as defined in Section 3(b) of the Federal

Deposit Insurance Act;

(i)

A church plan that is excluded from the definition of an

Investment company under Section 3(c)(14) of the Investment

Company act;

(j)

Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1 (b) , check this box. X

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Item 4. Ownership

Provide the following information regarding the aggregate number and Percentage of the class of securities of issuer identified in Item 1.

(a) Amount beneficially owned:

2,590,971

Including

0 shares where there is a Right to Acquire.

(b) Percent of class:

5.1%

(c) Number of shares as to which such person has:

(i)

2,230,101

Explanation of Responses:

	Sole power to vote or to direct the vote:	
(ii)	Shared power to vote or to direct the vote:	16,012
(iii)	Sole power to dispose or to direct the disposition of:	2,585,495
(iv)	Shared power to dispose or to direct the disposition of:	5,051

Item 5. Ownership of Five Percent or Less of a Class. NOT APPLICABLE

If this statement is being filed to report the fact that as of the date

hereof the reporting person has ceased to be the beneficial owner of more

than five percent of the class of securities, check the following.

()

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

JPMorgan Chase & Co. is the beneficial owner of

2,590,971 shares of the

issuer's common stock on behalf of other persons known to have one or more of

the following:

the right to receive dividends for such securities;

the power to direct the receipt of dividends from such securities;

the right to receive the proceeds from the sale of such securities;

the right to direct the receipt of proceeds from the sale of such securities;

No such person is known to have an interest in more than 5% of the class of

securities reported herein unless such person is identified below.

Item 7. Identification and Classification of the Subsidiary Which
Acquired the

Security being reported on by the Parent Holding Company.

This notice is filed on behalf of JPMorgan Chase & Co. and its wholly owned

Subsidiary (ies),

JPMorgan Chase Bank, National Association

J.P. Morgan Investment Management Inc.

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item Certifications
10.

By signing below I certify that, to the best of my knowledge
and belief,

the securities referred to above were acquired and are held in the ordinary

course of business and were not acquired and are not held for the purpose

of or with the effect of changing or influencing the control of the issuer of the

securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 27, 2016

JPMorgan Chase & Co.

By: /s/ Michael T. Lees

Michael T. Lees

Compliance

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The original statement shall be signed by each person on whose behalf the statement

is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.
