

USG CORP  
Form SC 13G/A  
February 14, 2014

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13G**

(Amendment No. 4)\*

Under the Securities Exchange Act of 1934

**USG Corporation**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**903293405**

(CUSIP Number)

**December 31, 2013**

(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)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 903293405

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1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) V. PREM WATSA
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization CANADIAN
5	Sole Voting Power
6	Shared Voting Power 1,694,554
7	Sole Dispositive Power
8	Shared Dispositive Power 1,694,554
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,694,554
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>
11	Percent of Class Represented by Amount in Row 9 1.2%
12	Type of Reporting Person IN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. 903293405

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1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) 1109519 ONTARIO LIMITED
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization ONTARIO, CANADA
5	Sole Voting Power
6	Shared Voting Power 1,694,554
7	Sole Dispositive Power
8	Shared Dispositive Power 1,694,554
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,694,554
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>
11	Percent of Class Represented by Amount in Row 9 1.2%
12	Type of Reporting Person CO

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1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) THE SIXTY TWO INVESTMENT COMPANY LIMITED
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Citizenship or Place of Organization BRITISH COLUMBIA, CANADA
5	Sole Voting Power
6	Shared Voting Power 1,694,554
7	Sole Dispositive Power
8	Shared Dispositive Power 1,694,554
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,694,554
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> o
11	Percent of Class Represented by Amount in Row 9 1.2%
12	Type of Reporting Person CO

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1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) 810679 ONTARIO LIMITED
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Citizenship or Place of Organization ONTARIO, CANADA
5	Sole Voting Power
6	Shared Voting Power 1,694,554
7	Sole Dispositive Power
8	Shared Dispositive Power 1,694,554
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,694,554
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> o
11	Percent of Class Represented by Amount in Row 9 1.2%
12	Type of Reporting Person CO

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1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) FAIRFAX FINANCIAL HOLDINGS LIMITED
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Citizenship or Place of Organization CANADA
5	Sole Voting Power
6	Shared Voting Power 1,694,554
7	Sole Dispositive Power
8	Shared Dispositive Power 1,694,554
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,694,554
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> o
11	Percent of Class Represented by Amount in Row 9 1.2%
12	Type of Reporting Person CO

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1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) ODYSSEY REINSURANCE COMPANY
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Citizenship or Place of Organization CONNECTICUT
5	Sole Voting Power
6	Shared Voting Power 1,604,912
7	Sole Dispositive Power
8	Shared Dispositive Power 1,604,912
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,604,912
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> o
11	Percent of Class Represented by Amount in Row 9 1.2%
12	Type of Reporting Person CO

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1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) NORTHBRIDGE GENERAL INSURANCE CORPORATION
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Citizenship or Place of Organization CANADA
5	Sole Voting Power
6	Shared Voting Power 32,800
7	Sole Dispositive Power
8	Shared Dispositive Power 32,800
9	Aggregate Amount Beneficially Owned by Each Reporting Person 32,800
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/> o
11	Percent of Class Represented by Amount in Row 9 0.1%
12	Type of Reporting Person CO

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1	Names of Reporting Person/I.R.S. Identification Nos. of Above Persons (Entities Only) UNITED STATES FIRE INSURANCE COMPANY
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization DELAWARE
5	Sole Voting Power
6	Shared Voting Power 10,000
7	Sole Dispositive Power
8	Shared Dispositive Power 10,000
9	Aggregate Amount Beneficially Owned by Each Reporting Person 10,000
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="radio"/>
11	Percent of Class Represented by Amount in Row 9 0.1%
12	Type of Reporting Person CO

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

**Item 1. (a) Name of Issuer:**  
USG Corporation

**Item 1(b) Address of Issuer's Principal Executive Offices:**  
550 West Adams Street, Department 188, Chicago, Illinois 60661

**Item 2. (a) Name of Person Filing:**  
This statement is being jointly filed by the following persons (collectively, the Reporting Persons):

1. V. Prem Watsa, an individual;
2. 1109519 Ontario Limited ( 1109519 ), a corporation incorporated under the laws of Ontario;
3. The Sixty Two Investment Company Limited ( Sixty Two ), a corporation incorporated under the laws of British Columbia;
4. 810679 Ontario Limited ( 810679 ), a corporation incorporated under the laws of Ontario;
5. Fairfax Financial Holdings Limited ( Fairfax ), a corporation incorporated under the laws of Canada;
6. Odyssey Reinsurance Company ( Odyssey ), a corporation incorporated under the laws of Connecticut;
7. Northbridge General Insurance Corporation ( Northbridge ), a corporation incorporated under the laws of Canada; and
8. United States Fire Insurance ( US Fire ), a corporation incorporated under the laws of Delaware.

**Item 2(b) Address of Principal Business Office:**  
The addresses of the Reporting Persons are as follows:

1. Mr. Watsa's business address is 95 Wellington Street West, Suite 800, Toronto, Ontario M5J 2N7;
2. The principal business address and principal office address of 1109519 is 95 Wellington Street West, Suite 800, Toronto, Ontario M5J 2N7;

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3. The principal business address and principal office address of Sixty Two is 1600 Cathedral Place, 925 West Georgia St., Vancouver, British Columbia V6C 3L3;
  
4. The principal business address and principal office address of 810679 is 95 Wellington Street West, Suite 800, Toronto, Ontario M5J 2N7;
  
5. The principal business address and principal office address of Fairfax is 95 Wellington Street West, Suite 800, Toronto, Ontario M5J 2N7;
  
6. The principal business address and principal office address of Odyssey is 300 First Stamford Place, Stamford, Connecticut 06902;
  
7. The principal business address and principal office address of Northbridge is 105 Adelaide Street West, 3rd Floor, Toronto, Ontario, Canada M5H 1P9; and

8. The principal business address and principal office address of US Fire is 305 Madison Avenue, Morristown, New Jersey 07962.

**Item 2(e) Citizenship:**  
V. Prem Watsa is a citizen of Canada.

**Item 2(d) Title of Class of Securities:**  
Common Stock

**Item 2(e) CUSIP Number:**  
903293405

**Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:**

(a)	<input type="radio"/>	Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
(b)	<input type="radio"/>	Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
(c)	<input type="radio"/>	Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
(d)	<input type="radio"/>	Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
(e)	<input type="radio"/>	An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
(f)	<input type="radio"/>	An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
(g)	<input type="radio"/>	A parent holding company or control person, in accordance with §240.13d-1(b)(1)(ii)(G);
(h)	<input type="radio"/>	A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
(i)	<input type="radio"/>	A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
(j)	<input type="radio"/>	A non-US institution in accordance with §240.13d-1(b)(1)(ii)(J);
(k)	<input type="radio"/>	Group, in accordance with §240.13d-1(b)(1)(ii)(K).

**Item 4. Ownership.**  
Based on the most recent information available, the aggregate number and percentage of the shares of common stock (the Shares) of USG Corporation that are beneficially owned by each of the Reporting Persons is set forth in boxes 9 and 11 of the second part of the cover page to this Schedule 13G, and such information is incorporated herein by reference.

The number of Shares as to which each of the Reporting Persons has sole voting power, shared voting power, sole dispositive power and shared dispositive power is set forth in boxes 5, 6, 7 and 8, respectively, on the second part of the cover page to this Schedule 13G, and such information is incorporated herein by reference.

Shares reported as beneficially owned include Shares issuable upon conversion of certain convertible debt securities of USG Corporation.

Neither the filing of this Schedule 13G nor the information contained herein shall be deemed to constitute an affirmation by V. Prem Watsa, 1109519, Sixty Two, 810679, Fairfax, Odyssey, Northbridge or US Fire that such person is the beneficial owner of the Shares referred to herein for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.

**Item 5. Ownership of Five Percent or Less of a Class.**

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 5 percent of the class of securities, check the following x.

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

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.

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

See attached Exhibit No. 1.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above 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.

**SIGNATURE**

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2014

V. Prem Watsa

/s/ V. Prem Watsa

**SIGNATURE**

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2014

1109519 Ontario Limited

By:

/s/ V. Prem Watsa  
Name: V. Prem Watsa  
Title: President

**SIGNATURE**

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2014

The Sixty Two Investment Company  
Limited

By: /s/ V. Prem Watsa  
Name: V. Prem Watsa  
Title: President



**SIGNATURE**

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2014

810679 Ontario Limited

By:

/s/ V. Prem Watsa  
Name: V. Prem Watsa  
Title: President

**SIGNATURE**

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2014

Fairfax Financial Holdings Limited

By:

/s/ Paul Rivett  
Name: Paul Rivett  
Title: President

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**SIGNATURE**

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2014

Odyssey Reinsurance Company

By: */s/ Kirk M. Reische*  
Name: Kirk M. Reische  
Title: Vice President

**SIGNATURE**

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2014

Northbridge General Insurance Corporation

By: /s/ Craig Pinnock  
Name: Craig Pinnock  
Title: CFO

**SIGNATURE**

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2014

United States Fire Insurance Company

By: /s/ James V. Kraus  
Name: James V. Kraus  
Title: Senior Vice President, General  
Counsel and Secretary

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
1	Members of filing group.
2	Joint Filing Agreement dated as of February 14, 2014 among V. Prem Watsa, 1109519 Ontario Limited, The Sixty Two Investment Company Limited, 810679 Ontario Limited, Fairfax Financial Holdings Limited, Odyssey Reinsurance Company, Northbridge General Insurance Corporation and United States Fire Insurance Company.