
**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): September 4, 2014

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 75080
(Address of principal executive offices, including 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))
-
-

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Election of Director Karen H. Quintos.

On September 4, 2014, the Board elected Karen H. Quintos to the Board of Directors. Ms. Quintos' term will expire at the 2017 annual meeting of the stockholders of Lennox International Inc. (the "Company").

Ms. Quintos was also named to the Compensation and Human Resources Committee and the Public Policy Committee.

As compensation for her service on the Board, Ms. Quintos will receive an annual retainer of \$95,000, at least \$20,000 of which must be taken in the form of common stock of the Company, in accordance with the Company's Board of Director compensation program. In addition, subject to continued service as a director, Ms. Quintos will be eligible to receive a restricted stock unit ("RSU") grant each year, with a targeted delivered value of \$105,000. The RSUs under this program are scheduled to vest, subject to continued service as a director of the Company, three years following the grant date, and the other terms and conditions of the RSUs will be generally consistent with the Form of Restricted Stock Unit Award Agreement for Non-Employee Directors, filed as Exhibit 10.9 to the Company's Annual Report on Form 10-K filed on February 15, 2013 and incorporated herein by reference. Her compensation is consistent with the Company's current Board compensation program applicable to the Company's other outside directors.

The Board of Directors has affirmatively determined that Ms. Quintos is independent and has no material direct or indirect interest in a related party transaction which requires disclosure.

Ms. Quintos and the Company have entered into an indemnification agreement (the "Indemnification Agreement") which will provide indemnification protection for Ms. Quintos in connection with her service as a director of the Company. The agreement is substantially similar to the form 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.

The Company issued a press release announcing Ms. Quintos' election on September 8, 2014, which is attached to this Form 8-K as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
99.1	Press Release announcing election of Karen H. Quintos to the Company's Board of Directors (filed herewith).

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.

By: /s/ James Markey

Name: James Markey

Title: Assistant Secretary

Date: September 8, 2014

Lennox International appoints Karen H. Quintos to board of directors

(DALLAS, SEPTEMBER 8, 2014) – Lennox International Inc. (NYSE: LII) announced the appointment of Karen H. Quintos as a member of its board of directors, effective September 4, 2014. Ms. Quintos is the Senior Vice President and Chief Marketing Officer of Dell Inc., where she leads marketing for Dell worldwide. She is responsible for Dell’s brand strategy, global communications, social media, corporate responsibility, customer insights, marketing talent development, and agency management.

“We’re excited to welcome Karen as a member of the board of directors of Lennox International,” said Todd Bluedorn, Lennox International’s chairman of the board and chief executive officer. “She brings with her significant experience in the areas of marketing, communications, brand strategy, operations and supply chain management and we expect her to make valuable contributions to our board.”

Karen joined Dell in 2000 from Citigroup, where she served as vice president of global operations and technology. She also spent 12 years with Merck & Co., where she held a variety of roles in marketing, planning, operations and supply chain. She holds a master’s degree in marketing and international business from New York University and a bachelor of science degree in supply chain management from The Pennsylvania State University.

Lennox International Inc. is a global leader in the heating, ventilation, air conditioning, and refrigeration markets. Lennox International stock is traded on the New York Stock Exchange under the symbol “LII.” Additional information is available at <http://www.lennoxinternational.com> or by contacting Phil Gee, director, communications and public affairs at 972-497-7456.