

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): JANUARY 21, 2000

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

DELAWARE (State of 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

NOT APPLICABLE  
(Former name or former address, if changed from last report)

## ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS.

On January 21, 2000, Lennox International Inc. ("Lennox") completed the previously disclosed acquisition (the "Merger") of Service Experts, Inc. ("SEI"). For additional information with respect to the Merger, please see the press release of Lennox issued with respect to the Merger, which is included as Exhibit 99.1 to this Form 8-K and incorporated herein by reference.

## ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

## (a) Financial Statements of Business Acquired

The information required by this item is incorporated herein by reference to pages A-1 through A-25 of SEI's Annual Report on Form 10-K for the Fiscal Year Ended December 31, 1998, which was filed with the Securities and Exchange Commission (the "Commission") on March 25, 1999, and pages 2 through 9 of SEI's Quarterly Report on Form 10-Q for the Quarterly Period Ended September 30, 1999, which was filed with the Commission on November 15, 1999.

## (b) Pro Forma Financial Information

The information required by this item is incorporated herein by reference to pages 97 through 101 of the joint proxy statement/prospectus contained in Amendment No. 1 to Lennox's Registration Statement on Form S-4 (File No. 333-92389), which was filed with the Commission on December 16, 1999 and declared effective by the Commission on December 20, 1999.

## (c) Exhibits

Exhibit Number -----	Description -----
2.1	Agreement and Plan of Merger, dated as of October 26, 1999, among Lennox International Inc., Service Experts, Inc. and LII Acquisition Corporation (incorporated by reference to Exhibit 2.1 to Lennox's Current Report on Form 8-K dated October 26, 1999).
23.1	Consent of Ernst & Young LLP.
99.1*	Press Release dated January 21, 2000.

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\*Previously Filed.

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/ Carl E. Edwards, Jr.

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Name: Carl E. Edwards, Jr.  
Title: Executive Vice President,  
General Counsel and Secretary

Date: February 16, 2000.

## EXHIBIT INDEX

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\*Previously Filed.

## CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Form 8-K/A of Lennox International Inc. filed on February 16, 2000 of our report dated February 22, 1999, with respect to the consolidated financial statements of Service Experts, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 1998.

/s/ Ernst & Young LLP

Nashville, Tennessee  
February 10, 2000