



**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): March 30, 2004

**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

---

---

## **TABLE OF CONTENTS**

[ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.](#)

[ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION](#)

[SIGNATURE](#)

[INDEX TO EXHIBITS](#)

[Press Release](#)

---

[Table of Contents](#)

**ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.**

**(c) Exhibits**

Pursuant to the rules and regulations of the Securities and Exchange Commission, the exhibit referenced below and the information set forth therein are deemed to be furnished pursuant to Item 12 hereof and shall not be deemed to be “filed” under the Securities Exchange Act of 1934.

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
99.1	— Press release dated March 30, 2004.

**ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.**

On March 30, 2004, Lennox International Inc. (the “Company”) issued a press release announcing that it will delay the filing of its Annual Report on Form 10-K for the fiscal year ended December 31, 2003 (the “Annual Report”) with the Securities and Exchange Commission beyond the March 30, 2004 extended filing deadline. As previously announced, the Annual Report will be filed as soon as practicable after the internal inquiry being conducted by the Audit Committee of the Company’s Board of Directors is completed. In addition, the Company provided additional information regarding its revised financial results for the fiscal year ended December 31, 2003. For additional information, see the March 30, 2004 press release furnished as Exhibit 99.1 to this report.

Pursuant to the rules and regulations of the Securities and Exchange Commission, information attached as Exhibit 99.1 is deemed to be furnished pursuant to Item 12 and shall not be deemed to be “filed” under the Securities Exchange Act of 1934.

---

**SIGNATURE**

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: March 30, 2004

By: /s/ Richard A. Smith  
Name: Richard A. Smith  
Title: Executive Vice President, Chief Financial Officer  
and Treasurer

---

**INDEX TO EXHIBITS**

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
99.1	— Press release dated March 30, 2004.

**Lennox International announces delay in filing annual report**

(DALLAS, March 30) – Lennox International Inc. (NYSE: LII) announced today it will delay the filing of its annual report on Form 10-K with the Securities and Exchange Commission for the fiscal year ended December 31, 2003, beyond the March 30 extended filing deadline. As announced on March 11, the audit committee of LII's board of directors is conducting an inquiry into the company's Service Experts business segment. The audit committee is investigating accounting practices at the company's Canadian service centers to ensure compliance with company policies.

The company currently believes the amount of downward adjustment to 2003 earnings will be in the range of approximately \$5 million to \$7 million, or \$0.08 to \$0.12 per share, compared to the company's original March 11 estimate of approximately \$3 million, or \$0.05 per share. This range may change as the investigation proceeds to completion.

The company is working with its audit committee and outside auditors to complete the investigation, finalize the required adjustments to the company's 2003 earnings, and identify any potential impact on the company's historical financial statements. LII expects to file its annual report on Form 10-K as soon as practicable after completing the investigation.

The company has obtained from its lenders an extension for delivery to them of the company's annual report on Form 10-K. LII also announced its annual meeting of shareholders will be rescheduled from April 16, 2004 to a later date, which is being determined.

Operating in over 100 countries, Lennox International Inc. is a global leader in the heating, 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 Bill Moltner, Vice President, Investor Relations, at 972-497-6670.

This news release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are subject to numerous risks and uncertainties that could cause actual results to differ materially from such statements, including the estimated range of adjustments to earnings stated above. For information concerning these risks and uncertainties, see Lennox' publicly available filings with the Securities and Exchange Commission. Lennox disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.