# 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): May 7, 2012

#### 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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

### Item 7.01 Regulation FD Disclosure.

Lennox International Inc. posted an updated Investor Presentation to our website today at <a href="https://www.lennoxinternational.com">www.lennoxinternational.com</a>. This updated Investor Presentation includes certain financial measures, including GAAP and non-GAAP measures, revised for the annual periods 2007 through 2011 to show the effect of the removal of the Hearth business sold on April 24, 2012.

These revised financial measures for the annual periods 2007 through 2011 are furnished herewith as Exhibit 99.1.

#### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| EXHIBIT<br>NUMBER | DESCRIPTION            |
|-------------------|------------------------|
| 99.1              | Financial Information* |

<sup>\*</sup> The information contained in Item 7.01, Exhibit 99.1 and Exhibit 99.2 of this Current Report, is being "furnished" with the Securities and Exchange Commission and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities under that section. Furthermore, such information shall not be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, unless specifically identified as being incorporated therein by reference.

## 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.

Date: May 7, 2012

By: <u>/s/ Robert W. Hau</u>
Name: Robert W. Hau

Title: Executive Vice President and Chief Financial Officer



# Selected Financial Information and Reconciliation of GAAP Measures and non-GAAP Measures

(Unaudited, in millions, except per share data)

|   |    | As Reported                      |          |                               |    |                                  |    |                                |    |                             |    |                                | Revised for Discontinued Operations |                         |    |                                  |          |                                |                             |                       |                      |                  | Variances        |                 |  |  |  |
|---|----|----------------------------------|----------|-------------------------------|----|----------------------------------|----|--------------------------------|----|-----------------------------|----|--------------------------------|-------------------------------------|-------------------------|----|----------------------------------|----------|--------------------------------|-----------------------------|-----------------------|----------------------|------------------|------------------|-----------------|--|--|--|
|   |    |                                  |          | For the Twelve Months Ended D |    |                                  |    |                                |    |                             | _  |                                | For the Twelve M                    |                         |    | Ended Decen                      |          |                                |                             |                       |                      |                  | nded Dec         | ember 31,       |  |  |  |
|   | _  | 2011                             |          | 2010                          |    | 2009                             |    | 2008                           |    | 2007                        | _  | 2011                           |                                     | 2010                    |    | 2009                             |          | 2008                           | 2007                        | 2011                  | 2010                 | 2009             | 2008             | 2007            |  |  |  |
| Net sales   | \$ | 3,303.6                          | \$       | 3,096.4                       | \$ | 2,847.5                          | \$ | 3,441.1                        | \$ | 3,691.7                     | \$ | 3,222.0                        | \$                                  | 3,017.5                 | \$ | 2,773.0                          | \$       | 3,314.5                        | \$3,546.6                   | \$ 81.6               | \$ 78.9              | \$ 74.5          | \$126.6          | \$145.1         |  |  |  |
| Income from continuing<br>operations before income taxes, a<br>GAAP measure<br>Special product quality adjustment<br>Restructuring charges<br>Items in losses (gains) and other | \$ | 130.6<br>(4.3)<br>16.0           | \$       | <b>176.6</b> (0.2) 15.6       | s  | 100.9<br>18.3<br>41.5            | \$ | <b>204.3</b><br>-<br>30.4      | \$ | 257.4<br>(16.9)<br>25.2     | \$ | 156.9<br>(4.3)<br>16.0         | \$                                  | <b>199.5</b> (0.2) 14.0 | \$ | <b>120.8</b><br>18.3<br>39.3     | \$       | <b>216.4</b><br>-<br>28.3      | \$ 264.8<br>(16.9)<br>21.6  | \$ 26.3               | \$ 22.9<br>(1.6)     | \$ 19.9<br>(2.2) | \$ 12.1<br>(2.1) | \$ 7.4<br>(3.6) |  |  |  |
| expenses, net that are excluded from<br>segment profit<br>Asset impairment<br>Goodwill Impairment<br>Interest expense, net<br>Other expenses, net                               |    | 4.5<br>7.0<br>7.6<br>16.8<br>0.3 |          | 11.2<br>-<br>-<br>12.8<br>1.0 |    | (10.9)<br>6.4<br>-<br>8.2<br>0.1 |    | 5.2<br>9.1<br>-<br>14.2<br>0.1 |    | 3.7<br>-<br>-<br>6.8<br>0.7 |    | 4.9<br>0.3<br>-<br>16.8<br>0.3 |                                     | 4.3<br>-<br>12.8<br>1.0 |    | (10.9)<br>6.4<br>-<br>8.2<br>0.1 |          | 5.2<br>9.1<br>-<br>14.2<br>0.1 | 3.7<br>-<br>-<br>6.8<br>0.7 | 0.4<br>(6.7)<br>(7.6) | (6.9)<br>-<br>-<br>- | -                | -                | -               |  |  |  |
| EBIT, a Non-GAAP measure  | 5  | 178.5                            | s        | 217.0                         | s  | 164.5                            | \$ | 263.3                          | s  | 276.9                       | 5  | 190.9                          | s                                   | 231.4                   | s  | 182.2                            | s        |                                | \$ 280.7                    | \$ 12.4               | \$ 14.4              | \$ 17.7          | \$ 10.0          | \$ 3.8          |  |  |  |
|   | =  |                                  | <u> </u> |                               |    |                                  |    |                                |    |                             | _  |                                |                                     |                         |    |                                  | <u> </u> |                                |                             |                       | <b>4</b> 14.4        | Ψ 1717           | 5 10.0           | 9 5.0           |  |  |  |
| Return on Sales ("ROS") (1)   |    | 5.4%                             |          | 7.0%                          |    | 5.8%                             |    | 7.7%                           |    | 7.5%                        |    | 5.9%                           |                                     | 7.7%                    |    | 6.6%                             |          | 8.2%                           | 6 7.9%                      |                       |                      |                  |                  |                 |  |  |  |
| Income from continuing operations, a GAAP measure Special product quality   | \$ | 88.3                             | \$       | 117.1                         | s  | 61.8                             | \$ | 123.8                          | \$ | 165.7                       | \$ | 105.3                          | \$                                  | 132.3                   | \$ | 74.6                             | \$       | 131.8                          | \$ 170.9                    | \$ 17.0               | \$ 15.2              | \$ 12.8          | \$ 8.0           | \$ 5.2          |  |  |  |
| adjustment, after tax<br>Restructuring charges, after tax<br>Items in losses (gains) and other  |    | (2.8)<br>10.6                    |          | 10.0                          |    | 11.3<br>30.0                     |    | 20.7                           |    | 15.8                        |    | (2.8)<br>10.6                  |                                     | 9.0                     |    | 11.3<br>28.6                     |          | 19.4                           | 13.6                        | -                     | (1.0)                | (1.4)            | (1.3)            | (2.2)           |  |  |  |
| expenses, net after tax (2)<br>Asset impairment, after tax<br>Goodwill impairment, after tax  |    | 3.0<br>4.5<br>5.0                |          | 6.7<br>-<br>-                 |    | (7.1)<br>4.3                     |    | 3.4<br>9.1                     |    | 2.5                         |    | 3.2<br>0.2                     |                                     | 2.5<br>-<br>-           |    | (7.2)<br>4.3                     |          | 3.4<br>9.1                     | 2.5                         | 0.2<br>(4.3)<br>(5.0) | (4.2)                | (0.1)            | -                | -               |  |  |  |
| Tax items<br>Warranty program adjustment,<br>after tax  |    |                                  |          |                               |    | -                                |    |                                |    | (3.2)                       |    |                                |                                     | -                       |    |                                  |          | -                              | (3.2)                       |                       |                      |                  |                  | -               |  |  |  |
| Adjusted income from continuing operations, a non-GAAP measure  | \$ | 108.6                            | \$       | 133.8                         | \$ | 100.3                            | \$ | 157.0                          | \$ | 170.3                       | \$ | 116.5                          | s                                   | 143.8                   | \$ | 111.6                            | \$       | 163.7                          | \$ 173.3                    | \$ 7.9                | \$ 10.0              | \$ 11.3          | \$ 6.7           | \$ 3.0          |  |  |  |
| Earnings per share from<br>continuing operations - diluted, a<br>GAAP measure   | \$ | 1.65                             | \$       | 2.10                          | s  | 1.09                             | \$ | 2.15                           | \$ | 2.39                        | \$ | 1.97                           | s                                   | 2.37                    | \$ | 1.32                             | \$       | 2.26                           | \$ 2.46                     | \$ 0.32               | \$ 0.27              | \$ 0.23          | \$ 0.11          | \$ 0.07         |  |  |  |
| Special product quality<br>adjustment, after tax<br>Restructuring charges, after-tax<br>Items in losses (gains) and other   |    | (0.05)<br>0.20                   |          | 0.18                          |    | 0.20<br>0.53                     |    | 0.35                           |    | 0.23                        |    | (0.05)<br>0.20                 |                                     | 0.17                    |    | 0.20<br>0.50                     |          | 0.34                           | 0.21                        | :                     | (0.01)               | (0.03)           | (0.01)           | (0.02)          |  |  |  |
| expenses, net after tax (2) Asset impairment, after-tax Goodwill impairment, after-tax Tax item   |    | 0.06<br>0.08<br>0.10             |          | 0.12                          |    | (0.13)<br>0.08                   |    | 0.05<br>0.16                   |    | 0.04<br>-<br>-<br>(0.05)    |    | 0.06                           |                                     | 0.04<br>-<br>-          |    | (0.13)<br>0.08                   |          | 0.05<br>0.16                   | 0.04<br>-<br>-<br>(0.05)    | (0.08)<br>(0.10)      | (0.08)               | -                | -                | -               |  |  |  |
| Warranty program adjustment,<br>after-tax   |    |                                  |          |                               |    |                                  |    |                                |    | (0.16)                      |    |                                |                                     |                         |    | -                                |          |                                | (0.03)                      |                       |                      |                  | -                |                 |  |  |  |
| Adjusted earnings per share from<br>continuing operations - diluted, a<br>non-GAAP measure  | s  | 2.04                             | s        | 2.40                          | s  | 1.77                             | s  | 2.71                           | s  | 2.45                        | s  | 2.18                           | s                                   | 2.58                    | s  | 1.97                             | s        | 2.81                           | \$ 2.50                     | \$ 0.14               | \$ 0.18              | \$ 0.20          | \$ 0.10          | \$ 0.05         |  |  |  |
| Free Cash Flow, a non-GAAP<br>measure<br>Net cash provided by operating   | -  |                                  |          |                               |    |                                  |    |                                |    |                             | -  |                                |                                     |                         |    |                                  |          |                                |                             |                       |                      |                  |                  |                 |  |  |  |
| activities Purchase of property, plant and equipment  | \$ | 76.2<br>(43.2)                   | \$       | 185.8<br>(45.8)               | \$ | 225.5 (58.8)                     | \$ | 183.2<br>(62.1)                | \$ | 239.9 (70.2)                | \$ | 76.2<br>(41.9)                 | \$                                  | 185.8<br>(43.6)         | \$ | 225.5<br>(58.1)                  | \$       | 183.2                          |                             | \$ -<br>\$ 13         |                      | -                |                  | \$ -<br>\$ 2.6  |  |  |  |
| Free Cash Flow, a non-GAAP measure  | \$ | 33.0                             | \$       | 140.0                         | s  | 166.7                            | \$ | 121.1                          | \$ | 169.7                       | \$ | 34.3                           | \$                                  | 142.2                   | \$ | 167.4                            | \$       |                                | \$ 172.3                    |                       |                      |                  |                  | \$ 2.6          |  |  |  |

<sup>1)</sup> ROS is defined as EBIT, a non GAAP measure, divided by Net sales

<sup>(2)</sup> Items in losses (gains) and other expenses net after tax include special legal contingency charge, acquisition costs, net change in unrealized gains and losses on open futures contracts, loss or gain on sale of entity and other ite