

AMERICAN WOODMARK CORP
Form 8-K
June 01, 2009

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 28, 2009

American Woodmark Corporation[®]

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation or organization)

000-14798
(Commission
File Number)

54-1138147
(IRS Employer
Identification No.)

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3102 Shawnee Drive, Winchester, Virginia
(Address of principal executive offices)

22601
(Zip Code)

Registrant's telephone number, including area code: (540) 665-9100

Not applicable

(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))
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American Woodmark Corporation

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

On May 28, 2009, the board of directors of American Woodmark Corporation (the "Company") received notice that Mr. G. Thomas McKane has determined not to stand for re-election to the board of directors at the Company's next Annual Meeting of Shareholders. Mr. McKane has been a director of the Company since 2003 and his decision not to stand for re-election is not attributable to any disagreement with the Company on any matter relating to the Company's operations, policies or practices.

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 thereunto duly authorized.

AMERICAN WOODMARK CORPORATION

(Registrant)

/s/ JONATHAN H. WOLK

/s/ KENT B. GUICHARD

Jonathan H. Wolk

Kent B. Guichard

Vice President and Chief Financial Officer

President & Chief Executive Officer

Date: June 1, 2009

Date: June 1, 2009

Signing on behalf of the registrant and as principal financial officer

Signing on behalf of the registrant and as principal executive officer