

LENNOX INTERNATIONAL INC

Form 8-K

October 18, 2006

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**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): October 13, 2006**  
**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.)
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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

(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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Item 1.01 Entry into a Material Definitive Agreement

Item 9.01 Financial Statements and Exhibits

SIGNATURES

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**Item 1.01 Entry into a Material Definitive Agreement.**

On October 13, 2006, Lennox International Inc. (the Company ) entered into an Employment Agreement, Change of Control Agreement and Indemnification Agreement with David Moon, in connection with Mr. Moon s recent appointment to president and chief operating officer of the Company s Refrigeration business segment (which was previously announced on the Company s Current Report on Form 8-K, dated August 14, 2006).

Both the Employment Agreement and Change of Control Agreement were entered into pursuant to the Form of Employment Agreement and Amended and Restated Form of Change of Control Employment Agreement filed as Exhibits 10.1 and 10.2 to the Company s Quarterly Report on Form 10-Q for the quarter ended September 30, 2000 and incorporated herein by reference. The Indemnification Agreement was entered into pursuant to the Form of Indemnification Agreement 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.

**Item 9.01 Financial Statements and Exhibits.**

**(c) Exhibits.**

**EXHIBIT  
NUMBER**

**DESCRIPTION**

- |      |   |
|------|---|
| 10.1 | Form of Employment Agreement filed as Exhibit 10.1 to the Company s Quarterly Report on Form 10-Q for the quarter ended September 30, 2000 and incorporated herein by reference.  |
| 10.2 | Form of Amended and Restated Change of Control Employment Agreement filed as Exhibit 10.2 to the Company s Quarterly Report on Form 10-Q for the quarter ended September 30, 2000 and incorporated herein by reference. |
| 10.3 | Form of Indemnification Agreement 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.                  |

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**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: October 18, 2006

By: /s/ Kenneth C. Fernandez  
Name: Kenneth C. Fernandez  
Title: Associate General Counsel

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<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
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10.2	Form of Amended and Restated Change of Control Employment Agreement filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2000 and incorporated herein by reference.
10.3	Form of Indemnification Agreement 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.