LOUISIANA-PACIFIC CORP
Form DEF 14A
March 20, 2017
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

Louisiana-Pacific Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1 Title of each class of securities to which transaction applies:

2 Aggregate number of securities to which transaction applies:

3 Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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LOUISIANA-PACIFIC CORPORATION
414 Union Street, Suite 2000
Nashville, Tennessee 37219
(615) 986-5600

Proxy Statement and
Notice to Stockholders of
Annual Meeting
May 5, 2017

March 20, 2017

Dear Stockholder:

On behalf of the Board of Directors, I cordially invite you to attend the Annual Meeting of Stockholders of Louisiana-Pacific Corporation. The meeting will be held on Friday, May 5, 2017, at 7:30 a.m., local time, at LP s Corporate Headquarters, 414 Union Street, Suite 2000, Nashville, Tennessee. We look forward to personally greeting those stockholders able to be present.

At this year s meeting, you will be asked to vote on (1) the election of two directors, (2) the ratification of the selection of LP s independent auditor for 2017, (3) an advisory vote to approve named executive officer compensation, and (4) an advisory vote on the frequency of advisory votes on named executive officer compensation. Your Board of Directors unanimously recommends a vote for each of the directors, for Items 2 and 3, and for one year on Item 4. Action may also be taken on any other matters that are properly presented at the meeting.

Regardless of the number of shares you own, your vote is important. Whether or not you expect to attend the meeting, we urge you to vote promptly according to the instructions in the notice you received by mail or in the proxy statement.

The accompanying proxy statement contains important information about the annual meeting and your corporation. On behalf of the Board of Directors, thank you for your continued interest and support.

Sincerely,

Curtis M. Stevens

Director & Chief Executive Officer

LP is a trademark of Louisiana-Pacific Corporation.

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LOUISIANA-PACIFIC CORPORATION

414 Union Street, Suite 2000

Nashville, Tennessee 37219

(615) 986-5600

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

May 5, 2017

The 2017 Annual Meeting of Stockholders of Louisiana-Pacific Corporation (LP) will be held at LP s Corporate Headquarters, 414 Union Street, Suite 2000, Nashville, Tennessee, on Friday, May 5, 2017, at 7:30 a.m. local time, to consider and vote upon the following matters:

1. Election of two Class II directors.

2. Ratification of the selection of Deloitte & Touche LLP as LP s independent auditor for 2017.

3. Advisory vote to approve named executive officer compensation.

4. Advisory vote on the frequency of advisory votes on named executive officer compensation.

Only stockholders of record at the close of business on March 6, 2017, are entitled to notice of and to vote at the meeting.

In accordance with the General Corporation Law of the State of Delaware, a complete list of the holders of record of LP s Common Stock entitled to vote at the meeting will be open to examination, during ordinary business hours, at LP s headquarters located at 414 Union Street, Suite 2000, Nashville, Tennessee 37219, for the ten days preceding the meeting, by any LP stockholder for any purpose germane to the meeting.

Admission to the meeting will be by ticket. The notice you received in the mail regarding the meeting will serve as your admission ticket. If you are a stockholder whose shares are held through an intermediary such as a bank or broker and you wish to attend the meeting, you may also obtain an admission ticket by presenting proof of share ownership, such as a bank or brokerage account statement, at the meeting entrance.

/S/ Mark A. Fuchs
MARK A. FUCHS
Secretary

Nashville, Tennessee

March 20, 2017

Whether or not you expect to attend the meeting, please vote as soon as possible according to the instructions in the notice you received by mail or, if you requested a paper copy of the proxy statement, on your enclosed proxy card. If you attend the meeting, you may withdraw your proxy and vote in person.

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On written request, LP will provide, without charge, a copy of its Annual Report on Form 10-K for 2016 filed with the Securities and Exchange Commission (including the financial statements and a list briefly describing the exhibits thereto) to any record holder or beneficial owner of LP s Common Stock on March 6, 2017, the record date for the 2017 Annual Meeting, or to any person who subsequently becomes such a record holder or beneficial owner. The report will be available for mailing in late March 2017. Requests should be mailed via first class U.S. postage to: Corporate Affairs, Louisiana-Pacific Corporation, 414 Union Street, Suite 2000, Nashville, Tennessee 37219.

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PROXY STATEMENT

Louisiana-Pacific Corporation, a Delaware corporation (LP), is soliciting proxies on behalf of its Board of Directors to be voted at the 2017 Annual Meeting of Stockholders (including any postponement or adjournment of the meeting). This proxy statement and the accompanying proxy card are being distributed to stockholders beginning on approximately March 20, 2017.

YEAR IN REVIEW

LP had a strong year in 2016 as we continued to implement strategies across all business segments to further our drive toward accelerating growth and embedding innovation into our product offerings. Our success and performance in 2016 was especially encouraging in light of the continuing tepid housing recovery with starts increasing by less than 5 percent.

In November, the LP Board of Directors appointed Executive Vice President Brad Southern to the newly created position of chief operating officer for the purpose of implementing an orderly management succession plan. We are pleased to have Brad in this position as his experience in leading both the siding and OSB businesses will be invaluable as we continue to take advantage of an improving housing market. In January, Brad named Jason Ringblom to the position of EVP & GM of OSB and Neil Sherman to EVP & GM Siding while Mike Sims, SVP of Sales, Marketing and Strategy, assumed responsibility for our EWP business.

During 2016, we also added two new directors to our board: Tracey Embree, President of the Cummins Component Group and Ozey Horton Jr., a former Managing Director at McKinsey & Co. Tracey and Ozey bring a breadth of experience in operations, mergers, acquisitions and strategy development and implementation to our board. We are looking forward to their contributions.

We also make note of the upcoming retirement of Colin Watson, Dan Frierson and John Weaver from our Board of Directors. Their many years of service to LP has been invaluable and greatly appreciated.

The soundness of our strategy and its disciplined execution led to many highlights and achievements all in the context of transitioning our company from a traditional forest products company to a building products company. Our compensation philosophy and the application of our incentive based compensation programs are directed at continuing this transition and at the same time maximizing the market we operate in today. This proxy statement provides greater detail around our use of compensation to benefit the long-term interests of shareholders.

PROXY EXECUTIVE SUMMARY

The 2017 Annual Meeting of Stockholders of LP will be held at LP s Corporate Headquarters, 414 Union Street, Suite 2000, Nashville, Tennessee, on Friday, May 5, 2017, at 7:30 a.m. local time. At the time this proxy statement was printed, management knew of only the following four items of business to be presented at the annual meeting, as listed in the Notice of Annual Meeting of Stockholders.

Item 1 Election of Directors Cook and Landgraf

The LP Board recommends a vote FOR the election of each of the two nominees, Mr. Cook and Mr. Landgraf, both of whom are current members of the Board. Mr. Cook is an independent director and serves as a Chairman of the Board and Chairman of the Executive Committee, and serves as a member of the Finance and Audit Committee, and the Compensation Committee. Mr. Landgraf is an independent director and serves as the Chairman of the Finance and Audit Committee and serves as a member of the Executive Committee and the Compensation Committee.

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Item 2 Ratification of the selection of Independent Auditor Deloitte & Touche LLP for 2017

The LP Board recommends a vote FOR the selection of Deloitte & Touche LLP as LP s outside independent auditor to audit its consolidated financial statements for 2017. The Board has determined it to be sound corporate governance practice to submit the appointment for ratification by LP s stockholders even though it is not required.

Item 3 Advisory vote to approve named executive officer compensation

The LP Board recommends a vote FOR the approval of 2016 named executive officer compensation. We provide our stockholders an opportunity to cast an advisory vote on the compensation of our named executive officers, although that vote is non-binding. We believe that our executive compensation programs must attract, retain and motivate our management team to lead our company to sustainable financial performance that furthers the long-term interests of LP and its stockholders. Stockholders approved the 2015 named executive officer compensation at the 2016 Annual Stockholders meeting by a favorable vote of 99 percent of the votes cast. The Compensation Committee took substantial actions to continue to further align executive compensation with stockholder interests. In making the executive compensation decisions, the Compensation Committee considered the constructive feedback from stockholders and the well-reasoned and detailed analysis of an independent consultant, as well as our longstanding pay-for-performance philosophy. The following highlights on the actions taken to further align pay for performance are more fully described in the Compensation Discussion and Analysis section:

Established an objective financial goal, adjusted EBITDA, for annual cash incentive award metrics as follows: Threshold-$128 million, Target-$230 million and Maximum-$307 million

Provided no Supplemental Employee Retirement Plan SERP benefits to newly appointed named executive officers, NEOs consistent with our benchmarking evaluation

Maintained compensation packages, with the assistance of our independent compensation consultant, so that each executive is within a competitive range of total compensation for executives in comparable positions

Placed a strong emphasis on variable compensation through our Annual Cash Incentive Award Plan which is designed so that the payout opportunity is directly linked to the achievement of pre-determined financial performance metrics and other individual performance goals approved by the Committee

Paid a limited perquisite allowance to our Chief Executive Officer CEO and other NEOs

Aligned annual incentive compensation plans between our executives and other employees to encourage a unified effort our achieving our goals and objectives

Item 4 Advisory vote on the frequency of advisory vote on executive compensation.

The LP Board recommends a vote for one year for the advisory vote on executive compensation. Stockholders may indicate whether they recommend an advisory vote on named executive officer compensation once every one, two, or three years or abstain from voting. Our Board believes an advisory vote on named executive officer compensation that occurs every year is the most appropriate alternative because it provides us with immediate and direct input on our compensation philosophy, policies and practices. We value the opinions of our stockholders and will consider the outcome of the advisory vote in deciding how often to hold the advisory vote on named executive officer compensation in future years.

VOTING PROCEDURE

As allowed by rules and regulations of the Securities and Exchange Commission (the SEC), we are providing access to this proxy statement by Internet. You will not receive a paper copy of this proxy statement by

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mail unless you request it. Instead, you were sent a notice (the Notice) providing instructions on how to view this proxy statement and vote your proxy by Internet.

If you requested a paper copy of this proxy statement, a proxy card is enclosed for your use. To vote by mail, please sign, date, and return the proxy card promptly. For your convenience, a return envelope is enclosed, which requires no postage if mailed in the United States. You may indicate your voting instructions on the proxy card in the spaces provided. Properly completed proxies will be voted as instructed. If you return a proxy without indicating voting instructions, your shares will be voted in accordance with the recommendations of the Board of Directors for the directors nominated in Item 1, for Item 2 and Item 3 and for one year on Item 4 listed in the Notice of Annual Meeting of Stockholders.

If you vote your proxy prior to the meeting, you may revoke it (1) by filing either a written notice of revocation or a properly signed proxy bearing a later date with the Secretary of LP at any time before the meeting, (2) by voting in person at the annual meeting, or (3) by following the instructions in the Notice.

If shares are held for your account in the Automatic Dividend Reinvestment Plan administered by Computershare Trust Company, N.A., all your shares held in the plan will be voted in the same manner as shares you vote by proxy. If you do not vote by proxy, the shares held for your account in the plan will not be voted.

Only stockholders of record at the close of business on March 6, 2017, are entitled to receive notice of the annual meeting and to vote at the meeting. At the record date, there were 144,644,220 shares of common stock, $1 par value (Common Stock), outstanding. Each share of Common Stock is entitled to one vote on each matter to be acted upon. A majority of the outstanding shares of Common Stock represented at the meeting will constitute a quorum. Additional information concerning holders of outstanding Common Stock may be found under the heading Holders of Common Stock below.

The Board of Directors has adopted a confidential voting policy which provides that the voting instructions of stockholders are not to be disclosed to LP except (a) in the case of communications intended for management, (b) in the event of certain contested matters, or (c) as required by law. Votes will be tabulated by independent tabulators and summaries of the tabulation will be provided to management.

Banks and brokers acting as nominees for beneficial owners are not permitted to vote proxies with regard to Items 1, 3 and 4 on behalf of beneficial owners who have not provided voting instructions to the nominee (a broker non-vote), making it especially important that, if you hold your shares in street name, you send your broker your voting instructions.

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ITEM 1 ELECTION OF DIRECTORS

Nominees

The two nominees listed below for the Class II director positions to be voted on at the annual meeting are currently members of the Board of Directors. The term of office for the positions to be voted on will expire at the Annual Meeting of Stockholders in 2020. Mr. Weaver is the third director in Class II, but he has chosen not to stand for re-election and will retire at the annual meeting. Mr. Weaver s biographical information follows in the Retiring Directors section. The Board of Directors has determined that Mr. Cook and Mr. Landgraf have no material relationships with LP (either directly or as a partner, stockholder, officer or director of an organization that has a relationship with LP) other than their service as directors of LP, and are not disqualified from being independent under the listing standards adopted by the New York Stock Exchange (the NYSE) and under the company s Bylaws. The other members the Board of Directors unanimously recommend a vote for each nominee.

E. Gary Cook *Nominee for Term Expiring 2020*

E. Gary Cook, age 72, became a director of LP in 2000 and was appointed Chairman of the Board of Directors on November 1, 2004. Mr. Cook was Chairman, President and Chief Executive Officer of Witco Corporation from 1996 until his retirement in 1999. Until 1996, he was President, Chief Operating Officer, and a director of Albemarle Corporation. Prior to the spinoff of Albemarle from Ethyl Corporation, he served as President of the Chemicals Group, Senior Vice President and director of Ethyl. Mr. Cook was a long-time employee and officer of the DuPont Company. Mr. Cook was selected to serve as a director because of his leadership abilities and broad experience in specialty and commodity products. The Board also believes that Mr. Cook s significant expertise in finance, capital markets and mergers and acquisitions, as well as his significant leadership capabilities in developing and maintaining a strong, diverse and independent Board with committees that work effectively to protect the integrity of the corporation as well as stockholder interests, make him particularly well-suited to serve as a director of LP. Mr. Cook serves as the non-Executive Chairman, the Chair of the Executive Committee, and as a member of the Finance and Audit Committee and Compensation Committee.

Kurt M. Landgraf *Nominee for Term Expiring 2020*

Kurt M. Landgraf, age 70, became a director of LP in 2005. Mr. Landgraf was President and Chief Executive Officer of Educational Testing Service, a non-profit organization that provides testing for education institutions, businesses and governments, from August 2000 until his retirement on December 31, 2013. Prior to that, he was Executive Vice President and Chief Operating Officer of E.I. DuPont de Nemours and Company, where he had previously held a number of senior leadership positions, including Chief Financial Officer. Mr. Landgraf is also a director of Corning, Inc. Mr. Landgraf was previously a director of IKON Office Solutions, Inc. until it merged with Ricoh Company Ltd. on October 31, 2008. He has chaired the National Pharmaceutical Council, United Way of Delaware, the Delaware Association for Rights of Citizens with Mental Retardation and the Delaware CarePlan. He recently completed a term as President of the National Consortium for Graduate Degrees for Minorities in Engineering and Sciences, Inc. Mr. Landgraf was selected to serve as a director because he possesses valuable financial expertise and operations skills and experience, represented by his positions as the Chief Financial Officer and Chief Operating Officer of DuPont. His knowledge and skills also provide the Company significant experience with capital markets transactions and investment in both public and private companies. The Board also considered his prior experience with global industrial and technology-dependent businesses, which provides the Company with informed judgment and a unique history for risk assessment that makes him particularly well-suited to serve as a director of LP. Mr. Landgraf serves as the Chair of the Finance and Audit Committee and as a member of the Executive Committee and Compensation Committee.

Your shares represented by a properly completed and returned proxy card will be voted FOR the election of the two nominees named above unless you specify otherwise (Item 1 on the proxy card). If any

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nominee becomes unavailable to serve (which is not anticipated), your proxy will be voted for a substitute nominee designated by the Board of Directors. Each nominee who receives the affirmative vote of a majority of the total votes cast on his or her election will be elected meaning that the number of shares voted for a director s election exceeds the number of votes cast against that director s election. Shares not voted on the election of a nominee, whether because authority to vote is withheld, the record holder fails to return a proxy, or a broker non-vote occurs, will not count in determining the total number of votes cast on his or her election.

Continuing Directors

The current members of the Board of Directors whose terms of office will continue beyond the annual meeting are listed below. With the exception of Mr. Stevens, the company s Chief Executive Officer, the Board of Directors has determined that each continuing director named below has no material relationship with LP, either directly, or as a partner, stockholder, officer or director of an organization that has a relationship with LP, and is not disqualified from being independent under the NYSE s listing standards and LP s Bylaws.

Ozey K. Horton, Jr. *Current Term Expiring 2018*

Ozey K. Horton, age 66, became a director of LP in September 2016. Mr. Horton has been a Director Emeritus of McKinsey & Co., a business consulting organization, since 2011 when he retired after nearly 30 years with the firm. At McKinsey, Mr. Horton had worked in various practice areas around the globe, including Pulp, Paper and Packaging, Industrial, Change Management, Global Operations in Energy and Materials, and Basic Materials. Mr. Horton is a faculty member for McKinsey s leadership development program and also serves as an independent business advisor. Mr. Horton also serves as a director of Worthington Industries and Metso Corporation. The Board selected Mr. Horton to serve as a director because of his extensive experience in global operations, strategic planning, merger and acquisition integration and change management. The Board believes that Mr. Horton s broad understanding of the operational and strategic issues facing large global companies, his experience in change management and merger and acquisition integration make him particularly well-suited to serve as a director of LP. Mr. Horton serves as a member of the Environmental and Compliance Committee and the Finance and Audit Committee.

Curtis M. Stevens *Current Term Expiring 2018*

Curtis M. Stevens, age 64, became a director of LP in 2012. Mr. Stevens has been Chief Executive Officer of LP since May 4, 2012. Mr. Stevens served as the Chief Operating Officer of LP from December 5, 2011 to May 4, 2012, and prior to that position served as Executive Vice President Administration and Chief Financial Officer of LP since 2002 and Chief Financial Officer of LP since 1997. Mr. Stevens is also a director of Quanex Building Products, a publicly traded OEM for residential and commercial construction markets. Mr. Stevens holds a B.A. in Economics and an M.B.A in Finance from the University of California at Los Angeles. The Board of Directors selected Mr. Stevens to serve as a director based upon a number of considerations, including his appointment as CEO of LP, his prior performance as an executive at LP, and his long history and deep familiarity with LP s financial and operational matters. The Board of Directors also considered Mr. Stevens expansive knowledge of the forest products industry in North America and South America, together with his knowledge and experience in finance, accounting, capital markets, information technology and international business operations. The Board also believes he is an effective liaison between the Board and management. Mr. Stevens serves on the Executive Committee and the Environmental and Compliance Committee.

Tracy A. Embree *Current Term Expiring 2019*

Tracy A. Embree, age 43, became a director of LP in 2016. Ms. Embree has worked at Cummins, Inc., a leader in the design, manufacture, distribution and service of diesel and alternative fuel engines and related technologies, since 2000 and is currently President of Cummins Components Group. Prior to her current role, Ms. Embree was President of Cummins Turbo Technologies. Since she joined Cummins she has served in a variety of roles with increasing responsibility, including marketing and sales, manufacturing, and leadership, and

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she has been a corporate Vice President of Cummins since 2011. Ms. Embree graduated from Massachusetts Institute of Technology with a Bachelor of Science in Chemical Engineering and holds an MBA from Harvard Business School. She is a board member of the Columbus, Indiana Foundation for Youth. The Board selected Ms. Embree to serve as a director based upon a number of considerations, including her experience in formulating corporate strategy, implementing new market strategies, sales, and operations for a global business. The Board believes that her leadership experience in these areas make her particularly well-suited to serve as a director of LP. Ms. Embree serves on the Finance and Audit Committee and the Environmental Compliance Committee.

Lizanne C. Gottung *Current Term Expiring 2019*

Lizanne C. Gottung, age 60, became a director of LP in 2006. Since January 1, 2017, Ms. Gottung has served as EVP-Senior Advisor to the CEO/Chairman of Kimberly-Clark Corporation, an international consumer paper products company, and will retire from Kimberly-Clark on April 1, 2017. Prior to that appointment, Ms. Gottung served as Senior Vice President and Chief Human Resources Officer of Kimberly-Clark Corporation from 2002. She has held a variety of human resources, manufacturing and operational roles of increasing responsibility with Kimberly-Clark Corporation over the past 25 years. The Board selected Ms. Gottung to serve as a director based upon a number of considerations, including her experience in labor relations and human resources in a large publicly held corporation. The Board believes that her extensive experience in leading, designing and implementing human capital strategies including compensation and benefits, both domestically and globally, talent management, diversity and inclusion, organizational effectiveness and corporate health services make her particularly well-suited to serve as a director of LP. Ms. Gottung serves on the Nominating and Corporate Governance Committee and the Compensation Committee.

Dustan E. McCoy *Current Term Expiring 2019*

Dustan E. McCoy, age 67, became a director of LP in 2002. Mr. McCoy was Chairman and Chief Executive Officer and director of Brunswick Corporation, a market leader in the marine, fitness and billards industries, until his retirement on February 29, 2016. He held those positions since December 2005. He joined Brunswick Corporation in September 1999 and has also served as Vice President, General Counsel and Corporate Secretary until October 2000, and served as President of the Brunswick Boat Group from October 2000 to December 2005. In 1999, he was Executive Vice President of Witco Corporation, and prior to that served as Witco s Senior Vice President, General Counsel and Corporate Secretary. Mr. McCoy is also a director of Freeport-McMoran Copper & Gold Inc. The Board selected Mr. McCoy to serve as a director because of his extensive experience in legal and compliance matters, and specifically his experience in corporate governance and disclosure matters for publicly traded companies. The Board believes that Mr. McCoy s broad understanding of the operational, financial and strategic issues facing large global companies, his leadership and oversight in LP s compliance matters, his leadership roles for companies producing both commodity and specialty products, and his valuable strategic advice to the Board and management in advancing LP s interests make him particularly well-suited to serve as a director of LP. Mr. McCoy serves as Chair of the Environmental and Compliance Committee and as a member of the Nominating and Corporate Governance Committee.

Retiring Directors

Colin D. Watson *Mandatory Age Retirement in 2017*

Colin D. Watson, age 75, will be retiring as a director of LP in May 2017 pursuant to the mandatory age retirement requirement in our Bylaws. Mr. Watson became a director of LP in 2000. Mr. Watson was President and Chief Executive Officer of Vector Aerospace Corporation from November 2003 to December 2004. Previously, he was a Director and Chief Executive Officer of Spar Aerospace Limited from December 1999 until his retirement from the Spar Aerospace board in January 2002. He also served as Chief Executive Officer and President and Chief Executive Officer of Spar Aerospace. From 1979 to 1996, Mr. Watson was President and Chief Executive Officer of Rogers Cable TV, Ltd. Mr. Watson was also a director of Rogers Communications

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Inc. until April 2012. The Board selected Mr. Watson to serve as a director because of his extensive financial and investment experience as well as his experience in operations in Canada. Mr. Watson is a citizen of Canada and assists the Board in assessing the political and economic systems in Canada. The Board believes that his significant financial and leadership capabilities obtained from his senior leadership roles in a publicly traded company, along with his various roles in a number of private companies, make him particularly well-suited to serve as a director of LP. Mr. Watson serves on the Finance and Audit Committee and is the Chair of the Compensation Committee.

Daniel K. Frierson *Mandatory Age Retirement in 2017*

Daniel K. Frierson, age 75, will be retiring as a director of LP in May 2017 pursuant to the mandatory age retirement requirement in our Bylaws. Mr. Frierson became a director of LP in 2003. Mr. Frierson has been Chairman and Chief Executive Officer of The Dixie Group, Inc., a manufacturer and distributor of high-end carpet and rugs headquartered in Chattanooga, Tennessee, for more than 15 years. He is also a director of Astec Industries, Inc. Mr. Frierson was selected to serve as a director based upon a number of considerations, including his operational experience in a specialty products based industry that sells into LP s residential construction and repair/remodel customer base, his experience dealing with corporate governance, disclosure, investor relations and regulatory compliance matters, and his ability to assist in assessing risk and market influences. Mr. Frierson serves on the Environmental and Compliance Committee and as the Chair on the Nominating and Corporate Governance Committee.

John W. Weaver *Retiring (not standing for re-election)*

John W. Weaver, age 71, will be retiring as a director of LP in May 2017 as he has chosen not to stand for re-election. Mr. Weaver became a director of LP in February 2010. Mr. Weaver served as President and Chief Executive Officer of Abitibi-Consolidated, Inc., from 1999 until it merged with Bowater, Inc. in October 2007, at which time he became the Executive Chairman of Abitibi-Bowater. Mr. Weaver resigned as Executive Chairman of Abitibi-Bowater as of February 1, 2009 and from the Board of Abitibi-Bowater, Inc. as of October 31, 2009. Abitibi-Bowater filed for protection and reorganization under the bankruptcy laws of Canada and the United States in April 2009 and emerged from bankruptcy proceedings in December 2010. Mr. Weaver held a number of senior executive positions in operations and sales prior to being appointed President and Chief Executive Officer of Abitibi-Consolidated and has over 30 years of experience in the forest products industry. Mr. Weaver was a member of the Abitibi-Consolidated board of directors, and has been the chair of both the Forest Products Association of Canada and FP Innovations and a director of the U.S. Endowment for Forestry and Communities. Mr. Weaver was selected to serve as a director based on a number of considerations, including his operational expertise in the forest products industry and the political, regulatory, and economic perspective his Canadian forest products experience provides. Mr. Weaver serves on the Environmental and Compliance Committee and the Finance and Audit Committee.

CORPORATE GOVERNANCE

Principles of Corporate Governance

Strong corporate leadership of the highest ethics and integrity has long been a major focus of LP s Board of Directors and management. The key tenets of LP s corporate governance principles include the following:

An independent director serves as Chairman of the Board. LP separated the position of Chairman of the Board and Chief Executive Officer (CEO) in 2004 in order to more clearly distinguish the roles and duties of each position and enhance the independence of the Board. As a result, the Chairman of the Board has been designated to preside at Board meetings and executive sessions so long as he or she is an independent director. In the Chairman s absence, the Board would designate another independent director to preside at these meetings.

A majority of the directors and all members of the Finance and Audit, Compensation, and Nominating and Corporate Governance Committees must be independent. To be considered independent under LP s corporate governance principles, a director must meet applicable standards imposed by the SEC and the NYSE, as well as additional requirements. The additional requirements are that the director: (1) is free of any relationship that may interfere with the exercise of his or her independent judgment as a director and (2) has not been an officer or employee of LP (including its subsidiaries or affiliates) at any time in the past five years. The Board has determined that each current director other than Mr. Stevens is independent under these standards. LP s independence standards are available on its website together with the rest of the corporate governance standards, as summarized below.

The independent directors meet in executive session without management present in connection with each quarterly Board meeting.

Following any material change in employment or business association, a director must tender his or her resignation for consideration by the Board, which may choose not to accept it.

Directors must retire as of the date of the next annual meeting of stockholders after attaining age 75.

Directors are provided with orientation and continuing education opportunities relating to performance of their duties as directors.

The composition, structure, purpose, responsibilities and duties of each of the standing Board committees other than the Executive Committee are set forth in written charters approved from time to time by the Board.

The Board and each of the Board committees have authority to engage outside advisors, including an independent compensation consultant and outside legal counsel, who are independent of management to provide expert or legal advice to the directors.

The Nominating and Corporate Governance Committee oversees annual evaluations of the operations and effectiveness of the Board and its committees, and communicates the results of these evaluations to the full Board.

Each director must receive a majority of the stockholder votes cast in uncontested elections of directors.

LP has adopted a Code of Business Conduct and Ethics applicable to all directors, officers, and employees and a separate Code of Ethics for Senior Financial Officers, including the CEO, which relates to conflicts of interest and full, fair and accurate financial reporting. The Code of Business Conduct and Ethics addresses, among other matters, conflicts of interest, corporate opportunities, confidentiality, fair dealing, protection and proper use of company assets, legal and regulatory compliance, and reporting of illegal or unethical behavior. Waivers of either code with respect to directors and executive officers may be made only by the Board or a Board committee to which this responsibility is delegated, and will be promptly disclosed to LP s stockholders by posting on LP s website at www.lpcorp.com. In 2016, there were no waiver requests.

LP s CEO is responsible for maintaining a succession-planning process with respect to top management positions and to report to the Board at least annually regarding specific assessments and recommendations.

The Board has adopted stock ownership guidelines for both directors and executive officers. The guidelines specify target amounts of share ownership. Each outside director is expected to acquire and hold a number of shares equal in value to five times the regular annual cash retainer for directors within five years of joining the Board. Except our two new directors and Colin Watson, who is retiring, all current outside directors meet the guidelines. The guidelines for executive officers are discussed under the heading Additional Policies and Guidelines Affecting Executive Compensation.

LP s Insider Trading Policy prohibits LP s directors, executive officers, senior management and certain other key managers from engaging in hedging or speculative transactions involving LP Common Stock, including buying or selling put or call options or entering into forward sale contracts.

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Current copies of LP s Corporate Governance Principles, Code of Business Conduct and Ethics, and Code of Ethics for Senior Financial Officers are available on LP s website at www.lpcorp.com by clicking on About Us, then Investor Relations, then Corporate Governance. Any amendments to either code will also be posted at www.lpcorp.com. Copies of any of these documents may also be obtained free of charge by writing to Corporate Affairs, Louisiana-Pacific Corporation, 414 Union Street, Suite 2000, Nashville, Tennessee 37219.

Leadership Structure and Oversight of Risk

Board Leadership Structure

The members of the Board have a diverse set of skills and experiences and all of the members, except our CEO, are independent. The Board currently has ten members. In 2004, the Board determined, for the purpose of enhancing the Board s independence and effectiveness, that it was in the best interests of LP and its stockholders to separate the Chairman position from the CEO. An independent director, E. Gary Cook, was elected by the Board to be the non-executive Chairman. The Board continues to have full access to the experience and insight of the CEO, as he is a member of the Board. If in the future, the Board determines that it is then in the best interests of LP and its stockholders to combine the Chairman and CEO positions, it will disclose its reasoning for modifying this structure.

The Chairman s duties include: preparing agendas for Board meetings in consultation with other directors and management; chairing meetings of the Board and executive sessions of the independent directors; chairing meetings of the Executive Committee; leading the independent directors in periodic reviews of the performance of the CEO; keeping directors informed by timely distribution of information; serving as liaison between independent directors and the CEO; and recommending independent outside advisors who report directly to the Board on material issues.

Oversight of Risk

The directors are elected representatives of the stockholders and act as fiduciaries on their behalf. In performing its general oversight function, the Board reviews and assesses LP s strategic and business planning as well as management s approach to addressing significant risks. While the full Board meets at least quarterly, it has delegated much of its risk oversight activities to various Board committees (discussed below). All committees report directly to the Board regularly, and all committee minutes are distributed for review by the entire Board. Additionally, the Board and committees are authorized to retain independent advisors, including attorneys or other consultants, to assist in their oversight activities.

As set out in LP s Corporate Governance Principles, it is the responsibility of the CEO, and of senior management under the CEO s direction, to operate the business of LP on a day-to-day basis in a competent and ethical manner to produce value for the stockholders, and to regularly inform the Board of the status of LP s business operations. Management s responsibilities include strategic planning, preparation of annual operating plans and budgets, risk management and financial reporting. The Board fulfills its oversight responsibilities as set out in the Corporate Governance Principles on behalf of the stockholders and in furtherance of LP s long-term health. The Board s role does not involve managing the daily complexities of business transactions. The current leadership structure provides directors with significant information related to risks faced by LP, as well as an opportunity to synthesize, discuss and consider these risks independent of management and to provide guidance to management.

As part of its oversight responsibilities, the Board and its committees are involved in the oversight of risk management of LP. It does so in part through its review of findings and recommendations by LP s Risk Management Council, the participants of which are executives and/or functional department leaders in the areas of Risk Management, Finance, Internal Audit, Legal and Compliance, Information Technology, Environmental, and Product Quality, all of whom supervise day-to-day risk management throughout LP. The purpose of the Risk Management Council is to help the CEO assess the effectiveness of LP s identification and handling of risks. The Board or its committees have direct access to financial and compliance leaders on a quarterly basis or more frequently if requested. Further, LP s Treasurer and Risk Manager periodically presents to the Finance and Audit

Committee, or the Board, a comprehensive report as to the Council s risk mapping efforts, as well as management s efforts to mitigate and transfer risk.

The Board committees consider the risks within their areas of responsibilities under each of their charters. The Finance and Audit Committee considers operational risks, cyber-security risks, and financial risk on a quarterly basis and reviews various guidelines for cash, credit and liquidity measures. It also reviews risks related to financial disclosures and reporting and reviews the audit risk assessment identifying internal controls and risks that affect the audit plan for the coming year. The Nominating and Corporate Governance Committee reviews the various regulatory changes and trends related to corporate governance, including Board member selection and maintaining appropriate corporate governance principles and guidelines, as well as overseeing annual evaluations to assess Board and committee effectiveness. The Environmental and Compliance Committee reviews quarterly compliance reports from Quality, Internal Audit, Legal Compliance and Environmental, and considers the various allegations made through the anonymous hotline, reviews training statistics, and annually reviews the entire ethics program and any waivers of the program. The Compensation Committee reviews LP s overall compensation programs and their effectiveness at linking executive pay to long-term performance, as well as aligning the interests of management with stockholders. Each director is informed of the oversight activities of each committee through regular reports by the Committee Chairs to the entire Board as well as reviewing the minutes of each committee meeting.

Board and Committee Meetings

During 2016, each director attended at least 75% of the aggregate of the total number of meetings of the Board and meetings held by all committees of the Board on which he or she served during his or her tenure on the Board or such committees. The Board of Directors held four meetings in 2016. While LP does not have a policy regarding attendance by directors at the annual meeting of stockholders, in 2016, all directors attended the annual meeting.

The Board s committees and membership on each committee in 2016, are set forth in the table below. Each committee shown below other than the Executive Committee has a written charter delineating its membership, duties and functions. Copies of the charters are available on LP s website as described above under Principles of Corporate Governance and may also be obtained by writing to the address listed above.

2016 Committee Assignments

Name of Director	Finance and Audit	Compensation	Nominating and Corporate Governance	Environmental and Compliance	Executive
E. Gary Cook	X	X			X*
Tracy A. Embree	X			X	
Daniel K. Frierson			X*	X	
Lizanne C. Gottung		X	X		
Ozey K. Horton, Jr.	X			X	
Kurt M. Landgraf	X*	X			X
Dustan E. McCoy			X	X*	
Curtis M. Stevens				X	X
Colin D. Watson	X	X*			
John W. Weaver	X			X	

X = Committee member; * = Chairman

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Finance and Audit Committee

The Finance and Audit Committee (the Audit Committee) held seven meetings during 2016. Two of these meetings included education and training sessions on cyber security and accounting and disclosure issues currently applicable to LP. In order to effectively perform its oversight responsibilities and duties, the Audit Committee holds, in addition to executive sessions, separate sessions from time to time with LP s management, internal auditors, and the independent auditor.

The Audit Committee has sole authority and responsibility to select, retain, oversee, and replace LP s independent auditor and to approve its compensation. The Audit Committee is responsible for pre-approving all audit services and legally-permitted non-audit services. The Audit Committee reviews the annual audit plan of the independent auditor and performs an annual evaluation of the independent auditor s qualifications, performance and independence. The Audit Committee also reviews reports by the auditor regarding discussions with management relating to critical accounting policies, alternative treatments of financial information under generally accepted accounting principles, and other significant accounting issues, the results of the audits and the quarterly and annual financial statements, the opinion to be rendered by the independent auditor in connection with LP s audited financial statements, and its audit of internal control over financial reporting. The Audit Committee meets with the independent auditor to discuss any audit problems or difficulties and management s responses. The Audit Committee is responsible for reviewing and discussing with the independent auditor all matters that are required to be reviewed and discussed with the independent auditor under applicable legal, regulatory and corporate governance rules.

The Audit Committee also oversees LP s internal audit function and internal control systems, including reviewing LP s internal audit plans, the scope, coverage and objectivity of the internal audits performed, and the adequacy and the effectiveness of certain internal legal compliance programs. The Audit Committee also oversees LP s disclosure controls and procedures and internal control over financial reporting, and its guidelines, policies and programs with respect to financial risk assessment and risk management. The Director of Internal Audit attends meetings of and reports to the Audit Committee quarterly, as well as on an as-needed basis, and also meets with the Audit Committee separate from management.

With respect to financial and financial reporting matters, the Audit Committee makes recommendations as appropriate to the Board of Directors regarding capital structure issues, dividend policy, treasury stock purchases, acquisitions and divestitures, external financing, complex financial transactions, and investment and debt policies. The Audit Committee also reviews and discusses with management the status and potential financial implications of significant legal and tax matters, major issues regarding accounting principles, significant financial reporting issues, the effect of regulatory and accounting initiatives on LP s financial statements, the financial results to be included in LP s reports filed with the SEC, and LP s earnings press releases and other financial information provided to the public. Additionally, the Audit Committee regularly meets with LP s Treasurer and Risk Manager, and General Counsel to review various credit, operational and legal/compliance risks and methods of risk mitigation, including insurance coverage and limits.

Because of the importance of the integrity of our IT systems to our financial reporting, the Audit Committee also reviews the Company s information technology platform and processes as well as strategies to prevent, detect and mitigate any cyber security threat.

The Audit Committee is also responsible for reviewing transactions between LP and certain related persons as described under the heading Related Person Transactions. The Audit Committee conducts an annual self-evaluation of responsibilities under its charter and various regulatory requirements and reports its findings to the Board.

Audit Committee Financial Experts

The Board of Directors has determined that each member of the Audit Committee is financially literate, as that term is used in the NYSE s listing standards, and except for Ms. Embree and Mr. Horton, all members are an audit committee financial experts, as defined in the SEC s rules and regulations. The Board of Directors has also determined that each member of the Audit Committee meets the independence requirements for audit committee membership mandated by the Sarbanes-Oxley Act of 2002 and incorporated into the NYSE s listing standards.

Compensation Committee

The Compensation Committee met four times in 2016. The Compensation Committee exercises the authority of the Board of Directors the Board with respect to the compensation of LP s executive officers, including salaries, cash incentive compensation, equity-based compensation, deferred compensation, retirement benefits, and severance pay and benefits. It is responsible for administering two stock award plans as they relate to officers and employees: LP s 1997 Incentive Stock Award Plan, under which no new awards will be made, and LP s 2013 Omnibus Stock Award Plan (the Stock Award Plan), which was approved by stockholders at the 2013 Annual Meeting of Stockholders and replaced the 1997 Incentive Stock Award Plan. It also administers the Amended and Restated Annual Cash Incentive Award Plan (the Cash Incentive Plan) with respect to awards to management. In addition, the Compensation Committee administers LP s other compensation and benefit plans covering officers and employees to the extent authorized under the terms of the plan or by action of the Board of Directors, including the participation in each plan by LP s executive officers. Neither the Compensation Committee nor the Board, administers any ERISA or other pension plans.

The Compensation Committee, which is comprised of independent directors, is also responsible for developing and implementing compensation plans for the executive officers. The Compensation Committee conducts an annual self-evaluation of its performance and satisfaction of its responsibilities under its charter and various regulatory requirements and reports its findings to the Board.

In order to facilitate compliance with special rules affecting the deductibility of executive compensation under the Internal Revenue Code of 1986, as amended (the Internal Revenue Code), and the short-swing profit liability provisions of the federal securities laws, certain compensation decisions with respect to LP s executive officers are made by a special subcommittee of the Compensation Committee. Presently, each member of the Compensation Committee is also a member of the subcommittee. The subcommittee is responsible for decisions relating to (1) performance goals associated with performance-based compensation, including under the Cash Incentive Plan, and (2) criteria for equity-based awards under the Stock Award Plan.

Under its charter, the Compensation Committee has the authority in its sole discretion to retain the services of outside consultants to assist it in making decisions regarding executive compensation and other compensation matters for which it is responsible. The Compensation Committee also has sole authority to terminate its consultants and to approve the fees and other terms of their engagement. The Compensation Committee has retained the firm of FW Cook & Co., Inc. (FW Cook) as the committee s independent compensation consultant to assist the committee in the discharge of its responsibilities, and to provide such services to the committee in relation thereto as the committee may from time to time request.

Prior to selecting FW Cook as its independent compensation consultant, and as required by its charter, the Compensation Committee annually considers various factors relevant to FW Cook s independence from LP s management. Based upon the 2016 assessment, the Committee is not aware of any conflict of interest that would prevent FW Cook from providing independent advice concerning executive compensation matters. The consultant has unrestricted access to the Committee Chair, attends executive sessions with the Committee and reports directly to the Committee. Further, any services requested of the consultant by management are subject to prior approval by the Committee Chair, and the Committee Chair will receive a copy of all invoices sent to LP by the consultant. No management services were requested in 2016.

A managing director of FW Cook participated in all of the Compensation Committee s meetings in 2016, including the executive sessions. FW Cook provides advice to the Committee regarding individual performance objectives for target awards to certain executive officers under the Cash Incentive Plan, the composition of the peer group and benchmarks for purposes of analyzing LP s competitive position with respect to executive compensation, market survey data supporting compensation packages for new and existing executive officer positions, and the effect of SEC rules on LP s disclosures regarding the Committee and executive compensation in LP s proxy statements.

Members of LP s management, including its CEO, Chief Financial Officer, Vice President Human Resources, and Vice President, General Counsel and Corporate Secretary, generally attend each Compensation Committee meeting. However, no LP officers or employees attend the executive sessions held by the Committee in conjunction with each of its regular meetings, and LP executives are excused during Committee discussions and determinations regarding their individual compensation.

In connection with its review and approval of various elements of LP s executive compensation program, the Compensation Committee reviews and analyzes appropriate information prepared by the Committee s outside consultant and LP s management, including compensation benchmark data compiled by FW Cook, regular reports provided by management regarding stock transactions and ownership levels of LP s executive officers, descriptions of perquisites provided to executive officers, and profiles for each executive officer showing a breakdown of key components of executive compensation and total amounts paid or accrued by LP.

Members of LP s management, including its CEO, and Vice President Human Resources, made recommendations to the Compensation Committee concerning various elements of LP s compensation program during 2016, including elements of the program that apply to executive officers. Such recommendations related to base salary levels for LP s executive officers and target bonus amounts under the Cash Incentive Plan, the allocation between corporate performance goals and individual performance goals for the target bonuses, identification and calculation of the corporate performance goal, and establishment of individual performance goals for each executive officer. Those members of management also made recommendations regarding the terms, size, and value of proposed grants of restricted stock, stock-settled stock appreciation rights (SSARs), and performance shares under the Stock Award Plan. LP s CEO provides the Committee with an evaluation to assist the committee in assessing the performance of executive officers other than himself, as described under the heading Compensation of Executive Officers-Compensation Discussion and Analysis -Total Direct Compensation-Individual Performance Goals .

Environmental and Compliance Committee

The Environmental and Compliance Committee, which met four times during 2016, is responsible for reviewing the effectiveness of LP s environmental management systems and ethics and compliance programs, product quality management systems, other legal compliance programs, and non-financial compliance audit work performed by LP s internal audit group. The Environmental and Compliance Committee receives quarterly written reports directly from functional leaders responsible for compliance, including LP s Vice President of Environmental Health & Safety, the Director of Internal Audit, the Director of Quality, and the Director of Compliance. Additionally, these leaders report in person annually to the committee on a rotating basis and are generally available for other committee meetings as needed. The Director of Compliance is a regular participant in committee meetings. The Environmental and Compliance Committee conducts an annual self-evaluation of its performance and satisfaction of its responsibilities under its charter and reports its findings to the Board.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee (the Nominating Committee), which met four times in 2016, is authorized to establish procedures for selecting and evaluating potential nominees for director and to recommend to the Board of Directors qualifications for membership on the Board, including standards of independence for outside directors. The Nominating Committee also considers and makes recommendations to the Board regarding the size and diversity of the Board of Directors and Board committees, the selection of candidates for director, and the compensation of directors, including annual retainers, meeting fees, deferred compensation, stock and option grants, and pension or retirement plans. It develops and recommends for consideration by the Board principles, guidelines, and procedures for other matters of corporate governance that may arise. The Nominating Committee is made up of independent Directors. The Nominating Committee periodically reviews LP s Code of Business Conduct and Ethics, which covers directors, officers and employees and addresses conflicts of interest, reporting of illegal or unethical behavior and related issues, and makes any recommendations to the Board for changes as it deems appropriate. It also oversees annual evaluations of the effectiveness of the Board of Directors, the operations of Board committees (including itself), and the contributions of individual directors.

Compensation for outside directors, including annual cash retainers, meeting fees, and annual equity-based grants, are described below under Directors Compensation. The Nominating Committee may request advice from FW Cook, its independent compensation consultant, regarding the types and amount of compensation provided to LP s outside directors.

Consideration of Director Nominees

LP s corporate governance principles approved by the Nominating Committee and adopted by the Board provide that directors must be persons of integrity, with significant accomplishments and recognized business stature, who will bring a diversity of perspectives to the Board. Although the Board has not adopted a specific policy with regard to considering diversity in identifying director nominees, it believes that appropriate expertise, gender, cultural and geographical diversity should be reflected on the Board. Directors must also be able to commit the necessary time to prepare for and attend all regularly scheduled meetings of the Board and committees on which they serve, except when there are unavoidable business or personal conflicts. At least one outside director should have significant experience in the types of industries and business in which LP operates. The Nominating Committee uses the results of annual evaluations of the Board and Board committees in evaluating the skills and attributes desired in new director candidates. The Nominating Committee believes it to be desirable for all new outside directors (as is true of all current outside directors) to qualify as independent under the NYSE s listing standards. Experience in some capacity with publicly traded companies is also a desirable attribute. Additionally, the corporate governance principles recognize that LP s CEO will normally be a director and that other senior officers may be elected to the Board in appropriate circumstances as long as a majority of directors are independent as determined by the Board of Directors in accordance with the NYSE s listing standards. The Nominating Committee is authorized by its charter to retain a third-party search firm to assist in identifying director candidates.

As part of its annual self-assessment process, the Board and its committees determine the specific skill sets and necessary characteristics for an effective committee and the Board as a whole. If the Board, generally through the Nominating Committee, determines that a necessary skill set or perspective is absent, the Board will authorize an increase in the number of Board members. In the event of a vacancy resulting from retirement or this annual self-assessment process, the Nominating Committee determines which skills should be sought in filling the vacancy and then each current director is asked to suggest names of potential director candidates based on the applicable criteria. As part of the process, the Nominating Committee considers a potential candidate s ability to contribute to the diversity of personal and professional experiences, opinions, perspectives and backgrounds on the Board. Once the potential candidates are identified, the Nominating Committee designates one or more directors to screen each potential candidate for further consideration based on the relevant criteria. Following that screening process, the Nominating Committee (or a subcommittee) conducts in-person or telephone interviews with candidates warranting further consideration. Following those interviews, the Nominating Committee recommends a candidate to the full Board for election, as well as alternative candidates whom the Board may wish to consider. The Nominating Committee will consider stockholders recommendations concerning nominees for director. Any such recommendation, including the name and qualifications of a nominee, may be submitted to LP at its corporate offices: Louisiana-Pacific Corporation, 414 Union Street, Suite 2000, Nashville, Tennessee 37219, to the attention of the Chairman of the Nominating Committee. Stockholder-recommended candidates will be evaluated using the same criteria described above.

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Stockholder Nominations for Election as Director

LP s Bylaws provide that nominations for election to the Board of Directors may be made by the Board or by any stockholder of record entitled to vote for the election of directors. Notice of a stockholder s intent to make such a nomination must be given in writing, by personal delivery or certified mail, postage prepaid, to the Chairman of the Nominating Committee, and must include the following:

- The name and address of the stockholder and each proposed nominee;
- A representation that the stockholder is a record holder of Common Stock and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice;
- A description of any arrangements or understandings pursuant to which the nominations are to be made;
- The signed consent of each proposed nominee to serve as a director if elected; and
- Such other information regarding each nominee as would be required to be included in LP s proxy statement if the person had been nominated by the Board of Directors.

The notice must be delivered at least 45 days prior to the first anniversary of the initial mailing date of LP s proxy materials for the preceding year s annual meeting. For the 2018 annual meeting, this notice must be received by LP no later than February 2, 2018.

Communications between the Board and Stockholders, Employees, or Other Interested Parties

LP will promptly forward to the Chairman of the Board any letter or other written communication sent to the Board or any individual director or group of directors, as long as the communication is delivered by certified mail or courier service addressed to LP s Corporate Secretary at its corporate offices: Louisiana-Pacific Corporation, 414 Union Street, Suite 2000, Nashville, Tennessee 37219, and contains the name and address of the sender. If the communication is addressed to an individual director, it will first be sent to that individual for a determination as to whether it relates to a personal matter rather than an LP or an LP Board matter. The Chairman of the Board, in his or her sole discretion, will determine how to handle each communication, including forwarding it for consideration by the full Board, the non-management directors or independent directors only, a Board committee, or an individual director.

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ITEM 2 RATIFICATION OF SELECTION OF INDEPENDENT AUDITOR

The Audit Committee has appointed Deloitte & Touche LLP as LP s outside independent auditor to, among other services, audit its consolidated financial statements for 2017. Although LP is not required to seek stockholder approval of this appointment, the Board has determined it to be sound corporate governance practice to submit the appointment for ratification by LP s stockholders. If the appointment is not ratified by stockholders, the Audit Committee will investigate the possible basis for the negative vote and will reconsider the appointment in light of the results of its investigation.

Representatives of Deloitte & Touche LLP are expected to attend the annual meeting where they will be available to respond to questions and, if they desire, may make a statement.

Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditor

The Audit Committee has pre-approved all audit services provided by LP s independent auditor, Deloitte & Touche LLP, for the years ended December 31, 2015 and 2016. The Audit Committee also pre-approved all audit-related and permissible non-audit services provided by Deloitte & Touche LLP during 2015 and 2016 and concluded that the provision of those services was compatible with the maintenance of that firm s independence in the conduct of its auditing functions.

The Audit Committee has adopted a policy for the pre-approval of services provided by the independent auditor. Under the policy, pre-approval is generally provided for up to one year. Each pre-approval is detailed as to the particular service or category of services and is subject to a specific budget. In addition, the Audit Committee may pre-approve particular services on a case-by-case basis. For each proposed service, the independent auditor must provide a statement that such service is consistent with the SEC s rules on auditor independence. The Audit Committee may delegate pre-approval authority to one or more of its members. Such a member must report any decisions to the Audit Committee at its next scheduled meeting. Unless specified otherwise by the Audit Committee, the Chairman of the Audit Committee has been delegated pre-approval authority under the pre-approval policy.

The aggregate fees, including expenses, billed to LP for the years ended December 31, 2015 and 2016 by LP s principal accounting firm, Deloitte & Touche LLP, the member firms of Deloitte Touche Tohmatsu, and their respective affiliates, were as follows:

	2016	2015
Audit Fees	2,171,000	$ 2,090.000
Audit-Related Fees	205,500	60,571
Total Audit and Audit-Related Fees	2,376,500	2,150,571
Tax Fees	78,000	69,785
All Other Fees	1,500	1,500
Total Fees	2,456,000	$ 2,221,856

Audit Fees. Includes fees for audit services involving the audit of LP s consolidated financial statements, review of interim quarterly statements, the audit of LP s internal control over financial reporting as required by Section 404 of the Sarbanes-Oxley Act of 2002, any other procedures required to be performed by LP s independent auditor in order to render its opinion on LP s consolidated financial statements, and services in connection with statutory audits and financial audits for certain of LP s subsidiaries.

Audit-Related Fees. Includes any fees for assurance and related services that are traditionally performed by the independent auditor and are not reported as audit fees. These audit-related services may include due diligence services pertaining to potential business acquisitions or dispositions, due diligence procedures related to debt or equity offerings, accounting consultations related to accounting, financial reporting, or disclosure matters not classified as audit services, assistance with understanding and implementing new accounting and financial reporting guidance from rulemaking authorities not classified as audit services, financial audits of employee

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benefit plans, and assistance with internal control reporting requirements. Audit-related fees for 2016 primarily included fees for audits of employee benefit plans, review of reports issued in connection with lender and regulatory requirements and due diligence procedures related to debt offering. Audit-related fees for 2015 primarily include fees for audits of employee benefit plans, review of reports issued in connection with lender and regulatory requirements and agreed upon procedures.

Tax Fees. Includes any fees for tax services, including tax compliance and planning services. Tax fees for 2016 primarily include fees for consultation on the impact of the Foreign Account Tax Compliance Act (FATCA) and consultation on value added tax, and other tax returns in various non-US tax jurisdictions. Tax fees for 2015 primarily include fees for consultation on value added tax, and other tax returns in various non-U.S. tax jurisdictions.

All Other Fees. Amounts represent fees for a license to use a financial accounting technical research database.

The Board recommends a vote FOR the ratification of the appointment of Deloitte & Touche LLP as LP s independent auditor for 2017 (Item 2 on the proxy card).

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ITEM 3 ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION

The Board of Directors recognizes the interest of stockholders in executive compensation matters. As required under the Dodd-Frank Wall Street Reform and Consumer Protection Act and Section 14A of the Securities Exchange Act of 1934 (the Exchange Act), we are providing our stockholders an opportunity to approve, on an advisory basis, the compensation of our named executive officers, as described in this proxy statement. Although the vote is non-binding, we value continued and constructive feedback from our stockholders on compensation and other important matters. In 2016, stockholders approved the compensation policies by a favorable vote of 99% of the votes cast. LP management continued its discussions on the compensation policies and practices with a number of stockholders, whose opinions are taken into consideration when setting actual pay practices.

As described in the Compensation Discussion and Analysis CD&A section of this proxy statement, we believe that our compensation packages provide competitive compensation that enables us to attract, retain and motivate a high-performance executive management team, link individual performance to corporate financial performance, and align the interests of management and stockholders by promoting ownership of LP Common Stock. For more details on our compensation philosophy, please read the CD&A which discusses our executive compensation programs, including specific information about the compensation of our named executive officers for 2016.

On behalf of the stockholders, the Compensation Committee continually reviews current market practices and data, and our compensation programs and ancillary policies, in addition to actual executive compensation. The Compensation Committee seeks to achieve the desired goals of aligning our executive compensation structure with our stockholders interests. As a result of the Compensation Committee s review in 2016, the Compensation Committee took several important actions and maintained existing practices that represent strong corporate governance:

- Established an objective financial goal, adjusted EBITDA, for annual cash incentive award metrics as follows: Threshold-$128 million, Target-$230 million and Maximum-$307 million

- Provided no SERP benefits to newly appointed NEOs, consistent with our benchmarking evaluation

- Maintained compensation packages, with the assistance of our independent compensation consultant, so that each executive is within a competitive range of total compensation for executives in comparable positions

- Placed a strong emphasis on variable compensation through our Annual Cash Incentive Award Plan which is designed so that the payout opportunity is directly linked to the achievement of pre-determined financial performance metrics and other individual performance goals approved by the Committee

- Paid a limited perquisite allowance to our CEO and other NEOs

- Aligned annual incentive compensation plans between our executives and other employees to encourage a unified effort in achieving our goals and objectives

The above-referenced disclosures appear under the heading Compensation of Executive Officers in this proxy statement.

We believe that proper administration of our executive compensation programs will result in attracting and retaining a management team that is motivated to lead our Company to improved fundamental financial performance furthering the long-term interests of LP and its stockholders. For these reasons, **we recommend that stockholders vote FOR the following resolution and approve, on an advisory basis, the named executive officer compensation:**

Resolved, that the compensation paid to our named executive officers, as disclosed in this proxy statement pursuant to Item 402 of Regulation S-K adopted by the SEC, including the Compensation Discussion and Analysis, executive compensation tables and accompanying footnotes and narrative discussion, is hereby approved.

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The above resolution will be deemed to be approved if it receives the affirmative vote of a majority of the total votes cast on this Item 3 at the annual meeting. Abstentions and broker non-votes are not considered to be votes cast and, accordingly, will have no effect on the outcome of the vote. As this vote is an advisory vote, the outcome is not binding with respect to future executive compensation decisions, including those relating to our named executive officers. Our Compensation Committee and Board of Directors will, however, take the outcome of the vote into account in making future executive compensation decisions, as they have done in prior years. We are currently conducting this advisory vote, commonly known as a say-on-pay vote, every year, and expect to hold the next say-on-pay vote in connection with our 2018 Annual Meeting of Stockholders, subject to the outcome of the stockholder vote on Item 4 at the annual meeting.

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ITEM 4 ADVISORY VOTE ON THE FREQUENCY OF ADVISORY VOTES ON NAMED EXECUTIVE OFFICER COMPENSATION

Our stockholders also have the opportunity to recommend how frequently we should seek an advisory vote on the compensation of our named executive officers. By voting on this Item 4, stockholders may indicate whether they would prefer an advisory vote on named executive officers compensation once every one year, two years, or three years. You will have the opportunity to vote on this issue at least once every six years in accordance with Schedule 14A of the Exchange Act.

After careful consideration of this issue, our Board of Directors has determined that an advisory vote on named executive compensation that occurs every year is the most appropriate alternative for our company. **Accordingly, our Board of Directors recommends that you vote for a one-year interval for the advisory vote on named executive officer compensation.**

In formulating its recommendation, our Board considered that an annual advisory vote on named executive officer compensation will allow our stockholders to provide us with their direct input on our compensation philosophy, policies and practices. We understand that our stockholders may have different views as to what is the best approach, and we look forward to hearing from you.

Although the Board recommends a vote for one year in the advisory vote on the frequency of the advisory vote on named executive officer compensation, you are not voting to approve or disapprove of the Board s recommendation. You may cast your vote on your preferred voting frequency by choosing the option of one year, two years or three years. You may also abstain from voting. The option that receives the highest number of advisory votes cast by stockholders will be the frequency for the advisory vote on named executive officer compensation deemed to have been recommended by stockholders. Abstentions and broker non-votes will have no effect on the outcome of the vote.

As the vote is advisory and not binding, the Board of Directors may decide that it is in the best interest of LP and its stockholders to hold an advisory vote on executive compensation more or less frequently than the option selected by our stockholders (but not less often than once every three years). However, we value the opinions of our stockholders and will consider the outcome of the advisory vote in deciding how often to hold the advisory vote on named executive officer compensation in future years.

OTHER BUSINESS

At the time this proxy statement was printed, management knew of no matters to be presented at the annual meeting other than the items of business listed in the Notice of Annual Meeting of Stockholders. If any matters other than the listed items properly come before the meeting, the proxies named in the accompanying form of proxy will vote or refrain from voting on such matters in accordance with their judgment.

FINANCE AND AUDIT COMMITTEE REPORT

In discharging its responsibilities, the Audit Committee and its individual members have met with management and LP s independent auditor, Deloitte & Touche LLP, to review LP s accounting functions and the audit process and to review and discuss LP s audited consolidated financial statements for the year ended December 31, 2016. The Audit Committee discussed and reviewed with its outside auditing firm all matters that the firm was required to communicate and discuss with the Audit Committee under applicable auditing standards and all other legal, regulatory and corporate governance standards, including those described in Auditing Standards 1301, as amended, regarding communications with audit committees. Deloitte & Touche LLP has also provided to the Audit Committee the written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board regarding communications with the Audit Committee concerning independence. The Audit Committee discussed with Deloitte & Touche LLP the firm s independence.

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Based on its review and discussions with management and LP s outside auditor, the Audit Committee recommended to the Board of Directors that LP s audited consolidated financial statements for the year ended December 31, 2016, be included in LP s Annual Report on Form 10-K filed with the SEC.

Respectfully submitted,

Kurt M. Landgraf, Chairman

E. Gary Cook

Colin D. Watson

John W. Weaver

Tracy A. Embree

Ozey K. Horton, Jr.

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HOLDERS OF COMMON STOCK

Five Percent Beneficial Owners

The following table provides information concerning the beneficial ownership of Common Stock by the persons known to LP to beneficially own 5% or more of the outstanding Common Stock as of December 31, 2016.

Name and Address	Common Stock Beneficially Owned	Approximate Percent of Class
BlackRock, Inc. 55 East 52nd Street, New York, NY 10022	15,895,866	11.20%
The Vanguard Group, Inc. 100 Vanguard Blvd., Malvern, PA 19355	11,362,176	7.98%
Manulife Asset Management LLC 197 Clarendon Street, Boston, MA 02116	9,618,861	6.76%
TIAA-CREF Investment Management LLC/Teachers Advisors, Inc. 730 Third Avenue, New York, NY 10017-3206	9,159,009	6.44%

Directors and Named Executive Officers

The following table summarizes the beneficial ownership of Common Stock of LP s directors, nominees for director, and named executive officers (NEOs) included in the Summary Compensation Table below as of March 1, 2017:

Name	Common Stock Beneficially Owned As of March 6, 2017(1)	Approximate Percent of Class
Sallie B. Bailey(2)(3)(4)	339,922	0.24%
E. Gary Cook(2)	77,500	0.05%
Tracy A. Embree		%
Daniel K. Frierson(2)	13,963	0.01%
Lizanne C. Gottung(2)	65,267	0.05%
Ozey K. Horton, Jr.	1,000	%
Kurt M. Landgraf(2)	39,197	0.03%
Brian Luoma(2)(3)(4)(5)	127,075	0.09%
Dustan E. McCoy(2)	56,229	0.04%
Michael J. Sims(2)(4)	55,421	0.04%
Curtis M. Stevens(2)(4)	1,110,743	0.77%
W. Bradley Southern(2)(4)	200,337	0.14%
Colin D. Watson(2)(4)		%
John W. Weaver(2)	55,940	0.04%
All directors and executive officers as a group	2,142,594	1.48%

(1) Shares are shown as beneficially owned if the person named in the table has or shares the power to vote or direct the voting of, or the power to dispose of, or direct the disposition of, such shares. Inclusion of shares in the table does not necessarily mean that the persons named have any economic beneficial interest in shares set forth opposite their respective names.

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(2) Includes shares reserved for issuance under immediately exercisable options and options which will become exercisable within 60 days after March 1, 2017, as follows: Ms. Bailey, 236,734; Mr. Cook, 36,873 shares; Ms. Gottung, 24,661 shares; Mr. Luoma, 43,239 shares; Mr. McCoy, 40,560 shares; Mr. Sims, 21,979 shares; Mr. Southern, 91,024 shares; Mr. Stevens, 812,335 shares; Mr. Weaver, 25,644 shares; and all current directors and executive officers as a group, 1,333,049 shares.

(3) Includes shares held by the LP Salaried 401(k) and Profit Sharing Plan and beneficially owned as follows: Ms. Bailey, 892 shares and Mr. Luoma, 10,172 shares.

(4) Includes restricted stock awards issued under the 2013 Omnibus Stock Award Plan and LP s 1997 Incentive Stock Award Plan, as to which the following executive officers have the power to vote: Ms. Bailey, 50,441 shares; Mr. Luoma, 33,726 shares; Mr. Sims, 28,419 shares; and Mr. Southern, 56,140 shares.

(5) Mr. Luoma was no longer an executive officer after December 31, 2016, and will be retiring from the company no later than May 13, 2017. His departure was announced by Form 8-K on December 8, 2016.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16 of the Securities Exchange Act of 1934 (Section 16) requires that reports of beneficial ownership of Common Stock and changes in such ownership be filed with the SEC and the NYSE by LP s officers, directors, and certain other reporting persons. Based solely upon a review of copies of Forms 3, 4, and 5 (and amendments thereto) filed by LP s reporting persons and written representations by such persons, to LP s knowledge, all Section 16 reporting requirements applicable to such persons were complied with for the period specified in the SEC s rules governing proxy statement disclosures, with the following exception. One of our directors, Lizanne Gottung, failed to report one open market purchase of 5,000 shares of our Common Stock in March 2009. Promptly upon recognition of this situation, this transaction was reported on a Form 4 filed on February 15, 2017.

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COMPENSATION OF EXECUTIVE OFFICERS

Compensation Committee Report

In accordance with its written charter adopted by the Board of Directors, the Compensation Committee (the Committee) has oversight of compensation policies designed to align compensation with our overall business strategy, values and management initiatives. In discharging its oversight responsibility, the Committee has retained an independent compensation consultant, FW Cook, to advise the Committee regarding market and general compensation trends.

The Committee has affirmed the independence of its consultant through a review of the firm s independence policy and other relevant matters, and is not aware of any conflict of interest that would prevent the consultant from providing independent advice to the Committee regarding executive compensation matters. The consultant is responsible solely to the Committee and undertook no work with the management of the company without approval from the Committee chair. The consultant is not the beneficial owner of any shares of LP Common Stock, and fees payable by Louisiana-Pacific to FW Cook during 2016 were less than 1% of the firm s gross revenues.

The Committee has reviewed and discussed the Compensation Discussion and Analysis with our management, which has the responsibility for preparing the Compensation Discussion and Analysis. Based upon this review and discussion, the Committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement and incorporated by reference in our Annual Report on Form 10-K filed with the Securities and Exchange Commission for the fiscal year ended December 31, 2016.

Respectfully submitted,

Colin D. Watson, Chairman

E. Gary Cook

Lizanne C. Gottung

Kurt M. Landgraf

Compensation Discussion and Analysis

This Compensation Discussion and Analysis is intended to provide investors with an understanding of our policies and decisions regarding the compensation of our CEO and the other NEOs for 2016, and certain actions taken concerning their compensation in 2016. Our NEOs in 2016 were:

Curtis M. Stevens	Chief Executive Officer
Sallie B. Bailey	Executive Vice President and Chief Financial Officer
W. Bradley Southern	Executive Vice President and Chief Operating Officer
Brian E. Luoma	Executive Vice President and General Manager, Siding
Michael J. Sims	Sr. Vice President, Sales and Marketing

Though we continue to see steady improvement in U.S. housing starts, the market is far from normalized based on historic levels. Changes to our executive compensation addressed these short-term economic conditions and at the same time furthered our key strategic goals and objectives to support long-term value creation.

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2016 Compensation and Performance Highlights

Committee Assessment of 2016 Performance

In evaluating the compensation of the CEO and the other NEOs, the Committee noted operational achievements including:

- Positive one-year, three-year, and five-year TSR; further, as demonstrated in Part II, Item 5 in the Company s Form 10-K Annual Report for 2016, over the past five years, the Company exceeded the five-year Cumulative Total Return of the S&P 500 Index
- Grew revenue by 18%
- Recorded record volume, revenue, and earnings in the Siding segment
- Adjusted EBITDA of $346 million (exceeding the target goal under our Annual Cash Incentive Award Plan) and our year end cash balance of $659 million exceeded expectations
- South American business exceeded financial expectations and began construction on third Chilean OSB operation
- Significantly improved OSB margins
- Recognized by the APA - The Engineered Wood Association, as the safest company in our industry for the third year in a row and in six out of the last eight years
- Successful start-up of LP Flameblock product manufacturing line

Key Executive Compensation Decisions for 2016

As part of its ongoing review of our executive compensation program in comparison to developing trends, the Committee took several important actions and maintained existing strong corporate governance in 2016. These included:

- Established an objective financial goal, adjusted EBITDA, for annual cash incentive award metrics as follows: Threshold $128 million, Target $230 million and Maximum $307 million
- Provided no SERP benefits to newly appointed NEOs, consistent with our benchmarking evaluation
- Maintained compensation packages, with the assistance of our independent compensation consultant, so that each executive is within a competitive range of total compensation for executives in comparable positions

- Placed a strong emphasis on variable compensation through our Annual Cash Incentive Award Plan which is designed so that the payout opportunity is directly linked to the achievement of pre-determined financial performance metrics and other individual performance goals approved by the Committee

- Paid a limited perquisite allowance to our CEO and other NEOs

- Aligned annual incentive compensation plans between our executives and other employees to encourage a unified effort in achieving our goals and objectives

Additional details regarding the Committee s actions are described throughout the Compensation Discussion and Analysis section.

Compensation Philosophy and Objectives

We believe that effective executive compensation programs are critical to LP s long-term success to attract and retain high caliber executives. LP s executive compensation philosophy is to provide a competitive total compensation package that aligns the interests of management with those of stockholders.

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In accordance with its charter, the Committee has adopted executive compensation policies that are designed to achieve the following objectives:

- *Pay-for-Performance.* Support a performance-oriented environment that rewards achievement of our financial and non-financial goals
- *Retention.* Attract and retain executives whose abilities are considered essential to our long-term success and competitiveness
- *Focus on Long-Term Success and Stockholder Alignment.* Reward executives for long-term strategic management and enhancement of stockholder value and align the long-term financial interests of our executives with those of stockholders
- *Reduction of Risk.* Discourage executives from excessive risk-taking that could have a significant negative effect on the Company

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Elements of Executive Compensation Program

For 2016, there were no new elements of compensation provided to the CEO or other NEOs. The following table outlines the objectives and purposes of each element of the Company s executive compensation program:

Element	Objectives	Purpose	Target Competitive Position
Base salary	Attract and retain quality talent	Provide annual cash income based on: level of responsibility, performance and experience comparison to market pay information	Median of competitive market Actual base salary will vary based on the individual s performance and experience in the position
Annual cash incentive	Pay-for-performance	Motivate and reward achievement of annual performance goals through corporate key financial goals and other corporate financial and strategic performance goals	Median of competitive market Actual payout will vary based on actual corporate and business unit or individual performance
Long-term equity incentive	Provide stockholder alignment, focus on long-term success Pay-for-performance Retention Facilitate stock ownership by employees	Provide an incentive to preserve and enhance stockholder value and to achieve our long-term objectives, through awards of performance shares, restricted stock or restricted stock units, and stock-settled stock appreciation rights (SSARs)	Median of competitive market Actual payout will vary based on actual stock performance
Retirement benefits	Attract and retain quality talent	Provide retirement plan benefits through pension plans, 401(k) plan, SERP (grandfathered for select executives) and other defined contribution plans consistent with market practice	Benefits comparable to those of competitive market
Post-termination compensation (severance and change of control)	Attract and retain quality talent	Facilitate attraction and retention of executives critical to our long-term success and competitiveness consistent with market practice	Benefits aligned with market practice

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Review of Peer Group and Survey Data for Comparison Purposes

To ensure that our compensation programs are reasonable and competitive in the marketplace, the Committee compares our programs both to companies from the Forest Products and Building Products industry classifications, as well as to a broader group of general industrial companies. We believe that our current peer group companies reflect similarities in channels, business cycles, and manufacturing expertise, thus providing appropriate benchmark data. The peer group contains the following companies:

American Woodmark	Lennox International
A. O. Smith	Masco
Armstrong World Industries	Owens Corning
Boise Cascade	Ply Gem Holdings
Builders FirstSource	Quanex Building Products
Fortune Brands Home & Security	Simpson Manufacturing Company
Gibraltar Industries	Universal Forest Products
Griffon	USG

The peer group was developed in consultation with the Committee s independent compensation consultant, FW Cook, without consideration of individual company compensation practices, and no company has been included or excluded from our peer group because they are known to pay above-average or below-average compensation. The Committee, in conjunction with its consultant, will continue to periodically review the peer group, and revise as appropriate to ensure that it continues to represent similar U.S. organizations with which we compete for executive talent. In the Committee s review of the 2016 peer group, it was found that Nortek was acquired by Melrose Industries PLC in August 2016 and although it was included in the peer group for certain 2016 decisions, it therefore will no longer be included in our peer group.

FW Cook also reviews two confidential, third-party surveys in order to benchmark LP s executive compensation. Both surveys were general industry surveys, from which aggregate results were compiled using the appropriate revenue bands. Data was then interpolated to LP s revenue of approximately $1.9 billion. A similar methodology was used for LP s business unit executives using size-appropriate revenue bands and LP business unit revenues. The survey participants were not considered on an individual basis and the names were not disclosed to the Committee. Additional information on each survey is below:

- The first survey consisted of approximately 350 participants; data was collected from two revenue bands: $1 billion-$2.5 billion and $2.5-$5 billion.

- The second survey consisted of approximately 360 participants; data was collected from two revenue bands: less than $1 billion and $1-$3 billion.

In 2016, the Committee based their decisions on an equal weighting of the peer group and survey data. The Committee compared each executive s base salary, total cash compensation opportunities (salary and target cash incentive award), and total direct compensation opportunities (salary, target cash incentive award, and annualized grant-date present value of equity-based awards) for 2016 against comparable information from the peer group and survey data. The Committee believes that use of blended benchmark data improves the quality of comparison because it may be difficult to identify an appropriate match for some officer positions within the peer group alone. In addition, the blended data reflects the broader industries with which LP competes for management talent.

Total Direct Compensation

In setting 2016 compensation for our executive officers, including our Chief Executive Officer, the Committee focused on total direct compensation. The Committee considers annual cash and long-term equity incentive compensation both separately and as a package to help ensure that our executive compensation objectives are met.

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Consistent with this approach, the Committee established 2016 total direct compensation targets for the CEO and the other NEOs. The Committee evaluates both market data provided by FW Cook and information on the performance of each executive officer for the prior year. To remain competitive in the marketplace for executive talent, incentive target levels for each executive officer, including our CEO, are compared to the median of the benchmark data described above. The total direct compensation targets for 2016 for our CEO and NEOs are listed below.

Name	Position	2016 Total Direct Compensation Target
Curtis M. Stevens	Chief Executive Officer	$ 4,560,000
Sallie B. Bailey	Executive Vice President, Chief Financial Officer	$ 1,507,500
W. Bradley Southern	Executive Vice President, Chief Operating Officer	$ 1,405,000
Brian E. Luoma	Executive Vice President, Siding	$ 947,200
Michael J. Sims	Sr. Vice President, Sales and Marketing	$ 837,600

As shown in the Summary Compensation Table, performance-based compensation (annual cash incentive, SSARs and performance shares) constituted a significant portion of the CEO s and the other NEOs total direct compensation targets. Similarly, a large percentage of the total direct compensation targets was in the form of equity based compensation.

Annual Cash Compensation

In order to attract and retain high caliber executives, we provide an annual cash opportunity that the Committee considers to be competitive in the marketplace. The cash compensation is comprised of base salary and an annual cash incentive opportunity.

Base Salary. Individual salaries for executive officers are reviewed annually, and salary adjustments are generally effective on March 1 of each year. In determining individual salaries, the Committee typically considers the benchmark data provided by its independent compensation consultant and the CEO s and the other NEOs performance and experience in the position.

In addition, executives and other employees may receive an additional increase if warranted because of promotion, retention concerns, or market conditions. In general, an experienced executive who is performing at a satisfactory level will receive a base salary at or around the competitive median of our benchmark companies and survey data. The CEO and the other NEOs may be paid above or below the median depending on their experience, performance, and other relevant considerations. The base salaries paid to our CEO and the other NEOs in 2016 can be found in the Summary Compensation Table.

At its February 4, 2016 meeting, based on the Committee s compensation philosophy and FW Cook s competitive compensation analysis, the Committee approved base salary increases for the named executive officers. Mr. Stevens salary was increased by 4.5% and Ms. Bailey s salary was increased by 3%. Mr. Southern s salary was increased by 5%, Mr. Luoma s salary was increased by 5%, and Mr. Sims salary was increased by 5%, bringing them closer to the total direct compensation median for their roles. Further, in conjunction with Mr. Southern s promotion to Chief Operating Officer on November 1, 2016, his base salary was increased to $600,000 and his Annual Cash Incentive Award target was increased to 80 percent of his base salary. Mr. Southern s Annual Cash Incentive award for all of 2016 was prorated based on the months he worked in each position.

Annual Cash Incentives. Consistent with our performance-based compensation philosophy, our executive compensation program includes an annual cash incentive program based on a 60/40 split between corporate and individual performance goals, respectively. This program is structured to motivate and reward executives for their efforts in achieving annual corporate financial metrics and individual performance goals, which align with stockholder interests.

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Target Payout Levels. The target level for these annual incentive payments is a percentage of the executive s base salary, corresponding with the respective target median. The CEO and each other NEO is eligible for a payout of between 0%-200% of their short-term incentive target listed below:

Name	Position	2016 Target Payment Amount
Curtis M. Stevens	Chief Executive Officer	100% of base salary
Sallie B. Bailey	Executive Vice President, Chief Financial Officer	70% of base salary
W. Bradley Southern	Executive Vice President, Chief Operating Officer(1)	68% of base salary
Brian E. Luoma	Executive Vice President, Siding	60% of base salary
Michael J. Sims	Sr. Vice President, Sales and Marketing	55% of base salary

(1) The annual incentive target percentage reflects a prorated target based on his appointment to COO in November 2016.

Achievement of Performance Goals for 2016

Corporate key financial goal. In 2016, LP s annual cash incentive plan metric was adjusted EBITDA, as defined as LP s adjusted EBITDA for continuing operations for the year ending December 31, 2016, as reported on LP s Form 10-K.

The 2016 Annual Cash Incentive Plan payment metrics included an adjusted EBITDA threshold of $128 million, a target of $230 million, and a maximum payment achieved at $307 million. No amounts would be payable under the plan unless the minimum threshold was achieved. Our adjusted EBITDA of $346 million in 2016 exceeded the maximum goal level.

Individual performance goals. The Committee establishes individual performance goals under the cash incentive plan for the business unit or staff functions for which each executive has responsibility. Following the end of the year, performance is assessed against those goals to determine the CEO s and each other NEO s level of achievement. Each goal is assigned a value based on a variety of factors which can result in an individual performance component ranging from 0-200% based on the attainment of their defined goals. Our CEO makes a recommendation (for NEOs other than himself), which the Committee considers to determine an individual payout percentage for the executive. The Committee has the authority, in its sole discretion, to reduce or eliminate the payout of annual cash incentives, despite its determination that performance was at or above the threshold level, if it finds that paying the awards is not in the best interests of the Company.

The individual performance goals established for our Chief Executive Officer for 2016 were as follows:

1. Meet or Exceed Company Safety, Compliance and LSS Targets

2. Accelerate Value Added Product Revenue Growth

3. Drive Growth & Innovation Effort

4. Begin Construction on Third Chilean Operation

5. Lead Executive and Sr. Leadership Succession Planning Efforts

Based on the Chief Executive Officer s performance on these goals, the Committee awarded a total of 146% of his individual performance target (40% of the annual incentive target in the table below) which equates to $543,120 of his total actual annual incentive payout.

The individual performance goals established for our Chief Financial Officer for 2016 were as follows:

1. Meet or Exceed the Company Safety, Compliance and LSS Targets

2. Improve Cash Conversion Cycle

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3. Drive Growth & Innovation Effort

4. Execute SAP Enhancement Strategy

5. Accelerate Value Added Product Revenue Growth

Based on the Chief Financial Officer s performance on these goals, the Committee awarded a total of 141% of her individual performance target (40% of the annual incentive target in the table below) which equates to $187,530 of her total actual annual incentive payout.

Performance goals for the other NEOs include achievement of financial metrics, safety, quality and compliance targets, as well as other business-specific objectives.

Payouts for 2016. The following table summarizes the payout opportunities for our CEO and the other NEOs and the actual incentive payouts, paid in 2017, reflecting performance in 2016:

	Annual Incentive Target		Annual Incentive Maximum		2016 Annual Actual Incentive Payout	
	% of Base Salary	Amount	% of Target	Amount	% of Target	Amount
Curtis M. Stevens	100%	$ 930,000	200%	$ 1,860,000	178%	$ 1,659,120
Sallie B. Bailey	70%	$ 332,500	200%	$ 665,000	176%	$ 586,530
W. Bradley Southern(1)	68%	$ 288,768	200%	$ 577,536	171%	$ 494,371
Brian E. Luoma	60%	$ 205,200	200%	$ 410,400	170%	$ 349,661
Michael J. Sims	55%	$ 201,600	200%	$ 403,200	170%	$ 341,914

(1) The annual incentive target percentage reflects a prorated target based on his appointment to COO in November 2016

Long-Term Equity Incentive Compensation

The Committee awards long-term equity incentive grants to the CEO and the other NEOs as part of their overall compensation package. These awards are consistent with the Committee s objectives of aligning our senior leaders with the financial interests of our stockholders, focusing on long-term success, supporting pay-for-performance, and offering competitive compensation packages.

	2016 Annual Equity Award Values	Special Retention Equity Award
Curtis M. Stevens	$ 2,700,000	$
Sallie B. Bailey	$ 700,000	$ 200,000
W. Bradley Southern	$ 400,000	$ 300,000
Brian E. Luoma	$ 400,000	$ 300,000
Michael J. Sims	$ 300,000	$ 200,000

The Committee (in its capacity as the subcommittee for purposes of complying with Section 162(m) of the Internal Revenue Code and short-swing profit liability laws) determined that awards to the CEO and the other NEOs under the Stock Award Plan and would be thirty percent restricted stock, fifty percent stock appreciation rights, and twenty percent performance shares, based on the relative grant date fair values of the awards. Additionally in 2016, with the exception of the CEO, NEOs received a special retention equity grant to maintain executive leadership continuity during this critical time in the evolution of our Growth & Innovation strategy and succession planning. This special retention equity grant was in the form of restricted stock which has a three year cliff-vesting requirement.

Our largest business segment is OSB. OSB products are typically subject to commodity pricing pressures, which have a major influence on our stock price. As a result, SSARs may have little or no economic value for substantial periods of time when stock prices drop below the exercise price of the awards, while restricted stock will retain some of its value thereby serving as a significant executive retention tool through the business cycle. Performance shares in the equity mix provide enhanced alignment with stockholder interests.

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The 2016 performance share plan design contained the following elements:

1. Two equally weighted performance metrics

   Year-over-year LP revenue growth (50%): threshold 8%, target 12%, and maximum 16%

   Year-over-year SmartSide revenue growth (50%): threshold 6%, target 12%, and maximum 15%

2. 3-year cliff vesting period for all grants

3. 3-year TSR modifier relative to peer group at vesting date (provided that the TSR modifier cannot cause the total award to exceed 200% of the target)

   TSR in bottom quartile 20% reduction in grant

   TSR between 25% & 75% no modification

   TSR in top quartile 20% increase in grant

The company had strong financial performance in 2016 with LP revenue growth of 18.4% and SmartSide revenue growth of 14.9%. Based on this performance, management earned close to 200% of the performance share award. The final award may be modified in February 2019, based on the 3-year TSR modifier. The TSR modifier cannot cause the award to exceed the maximum payout of 200%.

For grant purposes, the Committee s primary consideration is the market median for competitive positions, but other factors may impact awards such as: the Black-Scholes pricing model, the total number of shares available for grant, and the burn rate (defined as number of shares granted on an annual basis). The Committee periodically reviews the valuation method used to calculate the value of equity-based awards. For several years, including 2016, the Committee has relied on the Black-Scholes valuation method for SSARs.

Retirement & Other Benefits

LP s qualified retirement plans are designed to provide retirement benefits at a competitive level compared to the benchmark data and the general manufacturing industry. All full-time salaried and hourly U.S. employees participate in LP s 401(k) and Profit Sharing Plan. The Company s Retirement Account Plan, a defined benefit plan, was frozen effective January 1, 2010. U.S. employees hired prior to this date remain participants in the plan, but the plan is frozen and no further credits will be earned by the participants.

Employees in the top two levels of LP s management, including executive officers, participate in LP s Executive Deferred Compensation Plan. Under the plan, participants may defer the receipt of up to 90% of base salary and annual bonuses for income tax purposes, and receive 5 percent of their contributions matched. In addition, the plan enables executives and other highly-compensated employees to obtain benefits comparable to those available under the 401(k) plan without being subject to the limits imposed by the Internal Revenue Code on tax-qualified plans.

LP maintains a SERP that provides retirement pension benefits to select, grandfathered NEOs. SERP benefits have not been provided to newly appointed NEOs, consistent with our benchmarking evaluation. The SERP benefits generally do not vest until an officer has been a participant for five years, and are reduced by the value of employer contributions under LP s other retirement plans and the Executive Deferred Compensation Plan, as well as a portion of a participant s Social Security benefits.

Additional information about LP s retirement plans is provided in the Summary Compensation Table, the Pension Benefits Table, and the Nonqualified Deferred Compensation Table. The Committee believes that the retirement benefit plans described above are important parts of our compensation program, and will continue to review them periodically to ensure competitiveness.

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Other Compensation

We provide our CEO and NEOs with limited perquisites, consisting of retirement and life insurance benefits, and personal estate and financial planning services provided by independent providers. These benefits are discussed in more detail in note 5 to the Summary Compensation Table.

Executive Change of Control Employment Agreements

Change of Control Employment Agreements with our executive officers provide for the payment of severance compensation and other benefits if the officer s employment is terminated for specified reasons within three years following the occurrence of a change of control of LP. Such reasons include (a) termination by LP other than for cause and (b) termination by the officer because, among other things, his/her assigned duties, position, or authority are diminished in a material way, his/her compensation is substantially reduced, he/she is required to move his/her workplace more than 50 miles, or he/she has substantially increased travel requirements. Key severance benefits under the agreements include:

- A cash payment in an amount equal to three times the sum of the officer s annual base salary and the officer s target bonus amount;
- Enhanced benefits under LP s retirement plans; and
- Vesting of equity awards.

In 2010, the Committee agreed with management s recommendation to remove the excise tax gross-up provision from any new change of control employment agreements. In 2015, based on stockholder input and benchmark data, the Committee eliminated any further gross-ups in change in control agreements. As a result, the Committee provided the CEO with the required two year notice of termination of his Change of Control Employment Agreement, at which time the new change in control agreement would be in place. As of February 5, 2017, no tax gross-up provisions would be applied to payments.

The Committee believes these agreements are important to encourage our CEO and other NEOs to continue to work in the best interests of LP and its stockholders in a potential change of control situation, and to evaluate any possible transactions with the maximum degree of independence and objectivity. The terms of the agreements are described in more detail under the heading Potential Payments Upon Termination or Change of Control .

Executive Compensation Summary for 2017

2017 Annual Salaries

On February 2, 2017 the Committee approved the following salaries for NEOs.

Name	Position	2017 Salary
Curtis M. Stevens	Chief Executive Officer	$ 967,200
Sallie B. Bailey	Executive Vice President, Chief Financial Officer	$ 489,250
W. Bradley Southern	Executive Vice President, Chief Operating Officer	$ 600,000
Michael J. Sims	Sr. Vice President, Sales and Marketing	$ 362,880

Annual Cash Incentive Award Plan.

The Committee approved the 2017 Annual Cash Incentive Plan which, consistent with the 2016 plan design, will continue to be based 60% on the corporate performance metric and 40% on individual performance metrics. In February 2017, the Committee approved the corporate performance metrics and the CEO and the other NEO performance objectives for the 2017 annual cash incentives, payable in 2018.

Long-Term Incentive Plan.

The Committee awards long-term equity incentive grants to CEO and the other NEOs as part of their overall compensation package. These awards are consistent with the Committee s objectives of aligning the financial interests of our executives with the financial interests of our stockholders, focusing on our long-term success,

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supporting our performance-oriented environment, and offering competitive compensation packages. The long-term incentive plan equity mix will change in 2017 as shown below:

- 33% restricted stock,
- 33% stock settled appreciation Rights, and
- 34% performance shares with a 3-year performance period and TSR modifier.

Our performance share metric will be based on a 3-year increase in targeted growth product revenue, with threshold, target and maximum metrics as approved by the Committee. If the performance metric is met at the end of the performance period, the award will be adjusted to reflect 3 year TSR results. This TSR modifier can increase or decrease the award by 20% . The TSR modifier cannot cause the award to exceed the maximum of 200%.

Additional Policies and Guidelines Affecting Executive Compensation

Use of Independent Compensation Consultant. The Committee engaged FW Cook as its independent consultant to assist it in determining the appropriate executive officer compensation in 2016 pursuant to our compensation policies described above. FW Cook had no other business relationship with LP and received no payments from us other than fees for services to the Committee and the Nominating Committee. See Corporate Governance-Compensation Committee for additional information about our use of compensation consultants.

Timing of Long-Term Equity Grants. Our policies and the 2013 Omnibus Stock Award Plan (the Stock Award Plan) require options and SSARs to be granted with an exercise price equal to the closing price of our Common Stock on the date of grant. Additionally, restricted stock awards and performance awards are required to be granted with a price equal to the closing price of our stock on the grant day of the award. The Committee s practice is to make equity awards at its first committee meeting in a given year (generally in the last week of January or the first week of February). Committee meeting dates are set by the Committee at least one year in advance.

The Committee administers the Stock Award Plan, approved by the stockholders on May 3, 2013. Special stock grants and recruiting and retention grants have been made under the Stock Award Plan. Annual grants are made each year at a meeting of the Committee, as described above.

Policy on Incentive Compensation Claw-back. As described above, a significant percentage of our executive officer compensation is incentive based. The determination of the extent to which the incentive objectives are achieved is based in part on the Committee s discretion and in part on our financial results. The Committee has the right to reassess its determination of the performance awards if the financial statements on which it relied are restated. The Committee has the authority to direct LP to seek to recover from any executive officer any amounts determined to have been inappropriately received by the individual executive officer. In addition, the Sarbanes-Oxley Act of 2002 mandates that the Chief Executive Officer and the Chief Financial Officer reimburse LP for any bonus or other incentive-based or equity-based compensation paid to them in a year following the issuance of financial statements that are later required to be restated as a result of misconduct. The Committee intends to update its policies following the issuance of rules by the SEC to implement applicable provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act.

Stock Ownership Guidelines. We strongly believe that the financial interests of our executives should be aligned with those of our stockholders. Accordingly, the Committee has established stock ownership guidelines for our executive officers.

Executive officers are expected to own shares of our Common Stock in an amount equivalent to a multiple of their annual base salary. The target amount is a number of shares, which includes granted but not yet vested restricted stock or restricted stock units, equal in value to the following multiples of each officer s new annual base salary: for the Chief Executive Officer, five times; for the Chief Financial Officer and the other Executive Vice Presidents, three times; and for Senior Vice Presidents, two times. These are measured annually at the first regularly scheduled Compensation Committee meeting of the calendar year.

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Restricted stock and restricted stock units granted under the Stock Award Plan that have not yet vested count toward the ownership guidelines, but performance shares where the initial metric has yet to be met and shares subject to outstanding stock options and SSARs do not. NEOs who have not met their ownership guidelines, and wish to exercise SSARs, are required to hold shares equal to 40 percent of the after tax proceeds of any exercised SSARs in restricted stock until they reach their target as of the last compliance date. For 2016, the CEO and all other NEOs met their ownership guidelines with the exception of Mr. Sims.

Insider Trading. Our Insider Trading policy mandates that insiders, including executive officers, review transactions involving our securities with our Chief Financial Officer or legal department prior to entering into the transactions and prohibits a covered officer from pledging or engaging in transactions for the purpose of hedging the economic risk of his or her current or future ownership of shares.

Tax Deduction for Executive Compensation. The Federal income tax laws generally limit the deductibility of compensation paid to the chief executive officer and each of the three highest-paid executives (other than the chief financial officer) to $1,000,000 per year. An exception to this general rule exists for performance-based compensation that meets certain regulatory requirements. Several types of executive compensation, including option and SSAR awards to executive officers, are designed to meet the requirements for deductibility. Other classes of executive compensation, including the restricted stock grants described above, may be subject to the $1,000,000 deductibility limit.

Although tax deductibility of compensation is preferred, deductibility is not a primary objective of our compensation programs. In the Committee s view, meeting the compensation objectives set forth above is more important than the benefit of being able to deduct the compensation for tax purposes.

Risk Assessment of Executive Pay Policies and Practices

The Committee conducted a review of LP s pay practices in 2016 to determine if there were any policies and practices that would be reasonably likely to have a material adverse effect on the Company. The review included non-executive and executive pay policies and practices. The non-executive pay practices were reviewed by LP s Risk Council and reviewed by the Committee. In addition, the Committee reviewed executive pay policies and practices. The Committee s independent compensation consultant participated in that review and discussion. The Committee found no policies or practices that were reasonably likely to have a material adverse effect on LP and that the design of our programs encourage the achievement of both our short-term and long-term operational and financial goals.

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Compensation of Named Executive Officers

Summary Compensation Table

The table below summarizes the various elements of compensation paid to or earned by each of the named executive officers listed in the table for the three years ended December 31, 2016. Cash incentive awards paid under LP s Annual Cash Incentive Award Plan are included in the Non-Equity Incentive Plan Compensation column, which covers non-equity awards that require the satisfaction of pre-established performance goals.

Nameand Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards(1) ($)	Option Awards(2) ($)	Non-Equity Incentive Plan Compensation(3) ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings(4) ($)	All Other Compensation(5) ($)	Total ($)
Curtis M. Stevens	2016	$ 922,308		$ 1,511,574	$ 1,350,521	$ 1,659,120	$	$ 61,460	$ 5,504,983
Chief Executive	2015	$ 882,307		$ 1,511,613	$ 1,349,263	$	$	$ 43,529	$ 3,786,712
Officer	2014	$ 830,769		$ 891,005	$ 1,808,677	$	$ 3,148,460	$ 37,844	$ 6,716,755
Sallie B. Bailey	2016	$ 472,075		$ 591,898	$ 350,138	$ 586,530	$ 254,305	$ 49,824	$ 2,304,770
Executive Vice	2015	$ 456,154		$ 391,903	$ 349,811	$	$ 180,664	$ 39,613	$ 1,418,145
	2014	$ 437,404		$ 214,493	$ 435,422	$	$ 441,984	$ 24,052	$ 1,553,355
President and									
Chief Financial									
Officer									
W. Bradley Southern(7)	2016	$ 408,592		$ 523,954	$ 200,075	$ 494,371	6,205	46,273	$ 1,679,470
Executive Vice	2015	$ 355,385		$ 223,943	$ 199,889	$	1,385	38,419	$ 819,021
President, OSB	2014	$ 312,115		$ 99,007	$ 200,963	$	$	$ 33,546	$ 645,631
Brian E. Luoma(6)	2016	$ 338,731		$ 523,954	$ 200,075	$ 349,661	$ 6,706	$ 44,748	$ 1,463,875
Executive Vice	2015	$ 316,346		$ 223,943	$ 199,889	$	$ 487	$ 38,085	$ 778,750
President, Siding	2014								
Michael J. Sims(6)	2016	$ 332,923		$ 367,949	$ 150,056	$ 341,914	$ 10,711	$ 44,631	$ 1,248,184
Sr. VP Sales and	2015	$ 313,269		$ 125,967	$ 112,438	$	$ 5,075	$ 38,002	$ 594,751
Marketing	2014								

(1) The amounts shown reflect the aggregate grant date fair value of the awards with respect to awards of performance shares, restricted stock and incentive shares (restricted stock units) under LP s Stock Award Plan. Assumptions used in calculating the fair value are described in Note 14 to LP s audited financial statements included in its Annual Report on Form 10-K filed with the SEC on February 14, 2017 (the 2016 Form 10-K), except that assumptions regarding forfeitures are ignored. Additional details regarding the terms of awards under the Stock Award Plan are described in the tables headed Grants of Plan-Based Awards for 2016 and Outstanding Equity Awards at December 31, 2016.

(2) The amounts shown reflect the aggregate grant date fair value of the awards with respect to grants of stock-settled stock appreciation rights (SSARs) under the Stock Award Plan. Assumptions used in calculating fair value are described in Note 14 to LP s audited financial statements included in its 2016 Form 10-K, except that assumptions regarding forfeiture are ignored. Additional details regarding the terms of SSARs granted under the Stock Award Plan are described in the tables headed Grants of Plan-Based Awards for 2016 and Outstanding Equity Awards at December 31, 2016.

(3) The amounts shown reflect the annual cash incentive awards under the Cash Incentive Plan based on performance for the year shown and paid in the first quarter of the following year.

(4) Amounts shown in this column represent the aggregate increase in the actuarial present value of benefits under LP s defined benefit retirement plans (the SERP and the Retirement Account Plan), based on the assumptions discussed in the table entitled Pension Benefits for 2016.

(5) Amounts shown in this column for 2016 represent the sum of the amounts attributable to personal benefits and other items of compensation listed in the table below. In addition to the benefits listed below, LP provided medical, vision and dental insurance benefits.

(6) Mr. Sims and Mr. Luoma became named executive officers in 2015

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(7) As per SEC rules, the amounts for Change in Pension Value and Non Qualified Deferred Compensation Earnings cannot be included if negative. Mr. Stevens SERP decreased in 2016 and 2015 by $273,703 and $522,651, respectively. These decreases were the result of a change in interest rates, and were offset slightly by positive results in his Retirement Account Plan. Mr. Southern s Retirement Account Plan decreased in 2014 by $14,237 due to a change in the discount rate and other factors.

	Curtis M. Stevens	Sallie B. Bailey	W. Bradley Southern	Brian E. Luoma	Michael J. Sims
Estate Planning Services(a)	$	$ 1,042	$	$	$
Perquisite Allowance(b)	$ 22,160	$ 22,160	$ 22,160	$ 22,160	$ 22,160
Life Insurance Premiums(c)	$ 7,604	$ 3,930	$ 2,691	$ 2,563	$ 2,563
Employer Contributions to Defined Contribution Plans(d)	$ 31,696	$ 22,692	$ 21,422	$ 20,025	$ 19,908
Total	$ 61,460	$ 49,824	$ 46,273	$ 44,748	$ 44,631

(a) Officers may obtain reimbursement for estate planning services once every five years.

(b) Executive officers receive a perquisite allowance which is used for expenses associated with financial and tax planning consulting services.

(c) LP pays the annual group term life insurance premiums for coverage provided to each named executive officer in an amount equal to four times his/her annual base salary level.

(d) In 2015, the employer 401(k) matching contribution was increased to up to 5% of compensation. The Deferred Compensation Plan (as hereinafter defined) matching contribution was increased to 5% of contributions. Additional information regarding benefits provided under the Deferred Compensation Plan are described in greater detail under Nonqualified Deferred Compensation for 2016.

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Grants of Plan-Based Awards for 2016

The table below provides information regarding annual cash incentive awards under the Cash Incentive Plan and grants of restricted stock, performance shares, and SSARs under the Stock Award Plan to NEOs during 2016.

		Estimated Possible Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards(2)			All Other Stock Awards: Number of Shares of Stock or Units(3)	All Other Option Awards: Number of Securities Underlying Options(4)	Exercise or Base Price of Option Awards(5)	Grant Date Fair Value of Stock and Option Awards(6)
Name	**Grant Date**	**Threshold ($)**	**Target ($)**	**Maximum ($)**	**Threshold (#)**	**Target (#)**	**Maximum (#)**	**(#)**	**(#)**	**($/Sh)**	**($)**
Curtis M. Stevens	2/4/2016	$ 356,000	$ 890,000	$ 1,780,000							
	2/4/2016								193,133	$ 15.74	$ 1,350,521
	2/4/2016				17,153	34,307	68,614				$ 701,578
	2/4/2016							51,461			$ 809,996
Sallie B. Bailey	2/4/2016	$ 128,500	$ 322,000	$ 644,000							
	2/4/2016								50,072	$ 15.74	$ 350,138
	2/4/2016				4,447	8,895	17,790				$ 181,903
	2/4/2016							26,048			$ 409,996
W. Bradley Southern	2/4/2016	$ 94,900	$ 237,250	$ 474,500							
	2/4/2016								28,612	$ 15.74	$ 200,075
	2/4/2016				2,541	5,083	10,166				$ 103,947
	2/4/2016							26,684			$ 420,006
Brian E. Luoma	2/4/2016	$ 78,000	$ 195,000	$ 390,000							
	2/4/2016								28,612	$ 15.74	$ 200,075
	2/4/2016				2,541	5,083	10,166				$ 103,947
	2/4/2016							26,684			$ 420,006
Michael J. Sims	2/4/2016	$ 70,400	$ 176,000	$ 352,000							
	2/4/2016								21,459	15.74	$ 150,056
	2/4/2016				1,960	3,812	7,624				$ 77,955
	2/4/2016							18,424			$ 289,994

(1) The table shows threshold, target and maximum payouts under awards made in 2016 under the Cash Incentive Plan. The threshold amount represents the amount payable assuming that the Adjusted EBITDA goal was reached and individual performance goals were achieved at the 100% level. The target amount represents a payout based on achievement of individual performance goals at the 100% level and attainment of the Adjusted EBITDA target, resulting in payment of 100% of the target award for corporate performance. In 2016 the maximum award for executives under the corporate and individual performance portions is 200% of the target award.

(2) The amounts shown in these columns reflect the threshold, target and maximum payout opportunities of performance shares granted in 2016 under the Stock Award Plan. See Compensation of Executive Officers Compensation Discussion and Analysis Long-Term Equity Incentive Compensation for more information regarding the 2016 performance shares.

(3) Reflects awards of restricted stock or restricted stock units under the Stock Award Plan. The awards will vest in full on the third anniversary of the date of grant. Vesting will accelerate upon a change of control of LP. Prior to vesting, participants have voting rights and receive cash dividends at the same rate as unrestricted shares of Common Stock on the restricted stock. In the event of a stock split or stock dividend, the participant is entitled to receive additional restricted shares.

(4) Reflects grants of SSARs which vest in three equal annual installments beginning one year after the date of grant which expire 10 years after the date of grant. Vesting will accelerate upon a change of control of LP. Upon exercise, a participant will receive shares of Common Stock with a value equal to the difference between the base price and the market price on the date of exercise multiplied by the number of SSARs exercised.

(5) The base price is equal to the closing sale price of the Common Stock on the NYSE on the date of grant.

(6) The amounts shown represent the grant date fair value of the restricted stock, performance shares and SSAR awards. Assumptions used in calculating the grant date fair value of performance share awards and SSARs are described in Note 14 to LP s audited financial statements included in its 2016 Form 10-K, except that assumptions regarding forfeiture are ignored.

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Outstanding Equity Awards at December 31, 2016

The table below provides information regarding stock options, SSARs, restricted stock and incentive shares held by the NEOs at December 31, 2016.

	Option Awards					Stock Awards			
Name	**Number of Securities Underlying Unexercised Options(1) Exercisable (#)**	**Number of Securities Underlying Unexercised Options(1) Unexercisable (#)**	**Option Exercise Price ($)**	**Grant Date**	**Option Expiration Date**	**Number of Shares or Units of Stock That Have Not Vested(2) (#)**	**Market Value of Shares or Units of Stock That Have Not Vested(3) ($)**	**Equity Incentive Plan Awards Number of Unearned Shares, Units or Other Rights That Have Not Vested(4) (#)**	**Equity Incentive Plan Awards Market or Payout Value of Unearned Shares, Units of Other Rights That Have Not Vested ($)**
Curtis M. Stevens						148,250	$ 2,806,373	68,614	$ 1,298,863
	97,510		$ 22.99	2/1/2007	2/1/2017				
	154,654		$ 7.00	2/4/2010	2/4/2020				
	100,294		$ 10.30	2/3/2011	2/3/2021				
	143,110		$ 8.84	2/2/2012	2/2/2022				
	87,222		$ 8.96	5/4/2012	5/4/2022				
	114,726		$ 20.49	2/7/2013	2/7/2023				
	133,555	66,777	$ 18.09	1/30/2014	1/30/2024				
	51,137	102,272	$ 17.04	2/5/2015	2/5/2025				
		193,133	$ 15.74	2/4/2016	2/4/2026				
Sallie B. Bailey						50,229	$ 950,835	17,790	$ 336,765
	20,000		$ 7.87	12/5/2011	12/5/2021				
	88,013		$ 8.84	2/2/2012	2/2/2022				
	37,286		$ 20.49	2/7/2013	2/7/2023				
	32,152	16,076	$ 18.09	1/30/2014	1/30/2024				
	13,258	26,515	$ 17.04	2/5/2015	2/5/2025				
		50,072	$ 15.74	2/4/2016	2/4/2026				
W. Bradley Southern						39,199	$ 742,037	10,166	$ 192,442
	27,700		$ 22.99	2/1/2007	2/4/2017				

	29,734		$ 10.30	2/3/2011	2/6/2021				
	36,064		$ 8.84	2/2/2012	2/7/2022				
	14,341		$ 20.49	2/7/2013	2/8/2023				
	14,840	7,419	$ 18.09	1/30/2014	1/30/2024				
	7,576	15,151	$ 17.04	2/5/2015	2/5/2025				
		28,612	$ 15.74	2/4/2016	2/4/2026				
Brian E. Luoma						38,287	$ 724,773	10,166	$ 192,442
	27,700		$ 22.99	2/1/2007	2/4/2017				
	43,013		$ 7.00	2/4/2010	2/4/2020				
	26,549		$ 10.30	2/3/2011	2/6/2021				
	32,200		$ 8.84	2/2/2012	2/7/2022				
	14,341		$ 20.49	2/7/2013	2/8/2023				
	12,366	6,183	$ 18.09	1/30/2014	1/30/2024				
	7,576	15,152	$ 17.04	2/5/2015	2/5/2025				
		28,612	$ 15.74	2/4/2016	2/4/2026				
Michael J, Sims						26,147	$ 494,963	7,624	$ 144,322
	26,440		$ 22.99	2/1/2007	2/4/2017				
	9,097		$ 8.84	2/2/2012	2/7/2022				
	11,057		$ 20.49	2/7/2013	2/8/2023				
	10,202	5,101	$ 18.09	1/30/2014	1/30/2024				
	4,262	8,522	$ 17.04	2/5/2015	2/5/2025				
		21,459	$ 15.74	2/4/2016	2/4/2026				

(1) Reflects grants of SSARs with expiration dates in 2017 and later. SSARs vest in three equal annual installments beginning on the first anniversary of the grant date and have a 10-year term.

(2) Unvested awards of restricted stock and incentive shares held by LP s NEOs at December 31, 2016 vest on the dates shown below:

	1/30/2017	2/5/2018	2/4/2019	Total
Mr. Stevens	49,254	47,535	51,461	148,250
Ms. Bailey	11,857	12,324	26,048	50,229
Mr. Southern	5,473	7,042	26,684	39,199
Mr. Luoma	4,561	7,042	26,684	38,287
Mr. Sims	3,762	3,961	18,424	26,147

(3) Based on the closing sale price of the Common Stock on the NYSE on December 30, 2016, of $18.93 per share.

(4) Represents the number of performance shares outstanding as of December 31, 2016. The number of shares, together with the market value as of December 31, 2016 the last trading day of our fiscal year, shown above, assumes the satisfaction of the goals at the maximum level over the entire performance period.

Option Exercises and Stock Vested During 2016

The following table provides information regarding exercise of stock options, SSARS and vesting of incentive shares with respect to LP s NEOs during 2016.

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)
Curtis M. Stevens		$	232,211	$ 3,923,367
Sallie B. Bailey			10,469	$ 155,151
W. Bradley Southern	14,620	304,990	11,346	$ 168,148
Brian E. Luoma			11,346	$ 168,148
Michael J. Sims			3,104	$ 46,001

Pension Benefits for 2016

The following table shows the present value of accumulated benefits for each of the NEOs under LP s SERP and LP s Retirement Account Plan, in each case assuming retirement by the executive at age 62. Amounts shown in the table were calculated as of a December 31, 2016 measurement date consistent with LP s financial statements and using the same long-term rate of return, discount rate, rate of compensation increase, and mortality rate assumptions used in the financial statements. See Note 13 to LP s audited financial statements included in its 2016 Form 10-K.

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit(1) ($)	Payments During 2016 ($)
Curtis M. Stevens	Retirement Account Plan	19	$ 165,439	$
	SERP	19	$ 8,455,367	$

Sallie B. Bailey	SERP	5	$	1,224,139	$
W. Bradley Southern	Retirement Account Plan	17	$	147,396	$
Brian E. Luoma	Retirement Account Plan	30	$	141,958	$
Michael J. Sims	Retirement Account Plan	34	$	368,958	$

(1) At December 31, 2016, all NEOs participating in the SERP and Retirement Account Plan (where applicable) were vested in their benefits thereunder (subject to early retirement reductions, if applicable). Note that Ms. Bailey is not a participant in the Retirement Account Plan and Messrs. Southern, Luoma and Sims are not participants in the SERP.

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Supplemental Executive Retirement Plan

The SERP is a defined benefit plan intended to provide supplemental retirement benefits to key executives designated by LP s Chief Executive Officer and the Committee. Key features of the SERP include:

Vesting. Participants are fully vested in their SERP benefits after participating in the SERP for five years. Vesting is accelerated in the event of the participant s death or disability or a change of control of LP.

Retirement Age. The normal retirement age under the SERP is 62.

Annual Benefits. The annual benefit payable under the SERP to a participant who retires at the normal retirement age is equal to:

50% of the executive s final average compensation

multiplied by

a fraction equal to: years of credited service (up to a maximum of 15)/15

For example, if a participant had final average compensation of $500,000 with ten years of credited service, his or her annual benefit (subject to reductions for other retirement benefits as described below) would be $166,667 calculated as: $500,000 x .50 x (10/15).

Years of Credited Service. Years of credited service under the SERP are equal to the participant s years of service credited under the Retirement Account Plan discussed below. If a participant s employment is involuntarily terminated within 36 months after a change of control of LP, he or she is credited with two additional years of service.

Final Average Compensation. Final average compensation on an annual basis is equal to a participant s compensation during the 60 consecutive months out of the last 120 months of employment in which the participant s compensation was highest, divided by five. Compensation for this purpose includes base salary plus annual bonus paid to a participant or deferred under the Executive Deferred Compensation Plan (described below), but excludes all other benefits. If LP terminates a participant s employment other than for cause or the participant terminates for good reason within 36 months after a change of control of LP, benefits under the SERP will be calculated based on the participant s base salary during the preceding 12 months plus the average annual cash incentive paid in the preceding three years, if higher than final average compensation.

Early Retirement Provisions. Retirement benefits under the SERP are subject to reduction in the event of retirement before age 62. When a participant retires prior to age 55, his or her annual benefit as described above is reduced by a fraction equal to his actual credited years of service over the number of years of credited service the participant would have had at age 62. If a participant retires between age 55 and age 61, the amount of the reduction to his annual benefit as described above depends on whether the committee administering the plan approves the retirement. If the participant s early retirement is approved by the committee, his or her annual benefit is reduced by 3% for each year prior to age 62. If the committee does not approve the participant s early retirement, his or her benefit is reduced by 5% for each year prior to age 62 and is further reduced by a fraction equal to the participant s actual years of credited service over the years of credited service the participant would have had at age 62. Termination of a participant s employment by LP other than for cause or termination by a participant for good reason within 36 months of a change of control is treated as an early retirement with committee approval, regardless of the participant s age.

Reductions for Other Retirement Benefits. The annual benefits payable under the SERP are reduced by an amount equal to the sum of (1) 50% of the participant s primary Social Security benefit determined at age 62 and (2) the value of employer contributions under LP s other retirement plans and the Executive Deferred Compensation Plan.

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Disability Benefit. If a participant is unable to continue employment due to a disability, the benefit is calculated in the same manner as if the participant retired at age 62, and credit for years of service accrues during the disability.

Form of Payment. The normal form of payment under the SERP is a single lump sum payment that is actuarially equivalent to a life annuity payable monthly in the amount of the monthly SERP benefit. Other forms of payment available under the SERP must also be actuarially equivalent to a life annuity payable monthly. All of the named executive officers have elected a lump sum payment. If the participant retires at age 62 or later, payments commence six months after retirement. If the participant retires prior to age 62, payments commence as of a date specified in advance by the participant but not earlier than age 62.

Of the NEOs above that participate in the SERP, Mr. Stevens is vested in his benefits and Ms. Bailey is not. Messrs. Southern, Luoma and Sims do not participate in the SERP. As of December 31, 2016, Mr. Stevens was age 64, Ms. Bailey was age 57. Accordingly, if they had retired as of that date, their benefits would have been subject to reduction as described under Early Retirement Provisions above.

Retirement Account Plan

Executive officers and other salaried employees of LP are eligible to participate in LP s Retirement Account Plan if hired before January 1, 2010. The Retirement Account Plan was frozen to future contribution credits effective January 1, 2010. Plan balances, all of which have vested, will continue to accrue interest as described below. Key features of the Retirement Account Plan include:

Interest. Interest is credited daily on the cash balance in each participant s account based on the U.S. Treasury bond rate for November of the prior year.

Form of Payment. Payment from the Retirement Account Plan may be made as an annuity payable over the lifetime of the participant, in a lump sum, or pursuant to other arrangements.

Other. The Retirement Account Plan does not provide for an offset for Social Security benefits.

Nonqualified Deferred Compensation for 2016

The following table summarizes information regarding participation by the NEOs in LP s 2004 Executive Deferred Compensation Plan (the Deferred Compensation Plan or the EDCP).

Name	**Executive Contributions in 2016(1) ($)**	**Registrant Contributions in 2016 ($)**	**Aggregate Earnings in 2016 ($)**	**Aggregate Withdrawals/ Distributions ($)**	**Aggregate Balance at December 31, 2016(2) ($)**
Curtis M. Stevens	$	$ 13,146	$ 29,256	$	$ 309,698
Sallie B. Bailey	$	$ 4,142	$ 422	$	$ 13,596
W. Bradley Southern	$	$ 2,872	$ 4,632	$	$ 35,842
Brian E. Luoma	$	$ 1,475	$ 1,696	$	$ 58,585
Michael J. Sims	$	$ 1,358	$ 2,449	$	$ 30,823

(1) Amounts shown in this column are also included in salary in the Summary Compensation Table above.

(2) No NEOs had employee contributions reported as salary in Summary Compensation Tables for years prior to 2016.

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All employees who are in LP s top two levels of management and participate in its Retirement Account Plan and the profit sharing component of the 401(k) plan are automatically participants in the Deferred Compensation Plan. Key features of the Deferred Compensation Plan include:

Deferrals. The Deferred Compensation Plan permits deferrals of up to 90% of a participant s base salary and annual bonuses.

Matching Contributions by LP. Through January 31, 2009, LP made matching contributions equal to 3.5% of a participating employee s deferral amounts. In December 2008, LP s management determined to suspend matching contributions effective February 1, 2009. In 2010, a partial matching contribution was reinstated in the qualified 401(k) plan. In 2013, matching contributions were reinstated in both the qualified 401(k) plan and the EDCP to the same levels in place prior to February 2009. In January 2015, the qualified 401(k) plan match increased to a maximum of 5% and matching contributions under the EDCP were increased to a maximum of 5% of contributions.

Supplemental Credit. LP credits each participating employee s plan account with an amount that would have been contributed under LP s profit sharing component of its 401(k) plan if limits imposed under the Internal Revenue Code did not apply. The Retirement Account Plan supplemental credit ceased after 2009.

Make-up Credit. LP credits each participating employee s plan account with an amount that would have been contributed under LP s profit sharing component of its 401(k) plan had the participant not deferred compensation. The Retirement Account Plan make-up credit was discontinued effective January 1, 2010 as a component of LP s discontinuation of its defined benefit plan.

Vesting. Participants are immediately vested in credits for their contributions and related earnings. Participants are vested in their rights to LP s matching contributions and related earnings after two years of service to LP and are vested in their rights to supplemental and make-up credits and related earnings in accordance with the vesting schedule of the profit sharing component of the 401(k) plan. Participants will also become vested in LP s matching contributions, supplemental credits, and make-up credits upon reaching age 65 or immediately upon death, disability, or a termination within 24 months following a change of control of LP.

Form of Payment. If a participant s employment with LP is terminated for any reason, the participant is entitled to receive his or her vested plan account balances, either in a lump sum or in the form of an annuity over a period of up to 15 years as designated by the participant, in accordance with the terms and conditions set forth in the plan. Participants may also receive distributions prior to termination in the event of emergencies or as otherwise specified in the plan.

Earnings on Account Balances. Amounts credited to participants accounts are adjusted to reflect amounts of income, gain or loss as if the amounts held in such accounts had been invested in investment funds designated under the Deferred Compensation Plan and selected by the participants. The following table shows investment choices made by participants for the purpose of valuing their contribution credits in the Deferred Compensation Plan as of December 31, 2016 and annualized returns for each investment choice for 2016:

Fund	Performance
Boston Partners LG CP Val EQ	14.16%
DFA US Small Cap Inst	23.53%
MetWest Total Return Bond I	2.46%
MFS International Growth	2.81%
T. Rowe Price Balanced Fund	5.92%
T. Rowe Price Growth Stock Fund	1.41%
T. Rowe Price Mid-Cap Growth Fund	6.30%
T. Rowe Price Mid-Cap Value Fund	24.32%
T. Rowe Price Stable Value Fund	1.84%
Vanguard Inf Protected Sec	4.62%
Vanguard Institutional Index	11.93%
Vanguard Total International Stock Index	4.67%
Vanguard Ttl Bnd Mkt Ind ADM	2.60%

Potential Payments Upon Termination or Change of Control

LP has not entered into employment agreements with its NEOs, except for the Change of Control Employment Agreements described below. Therefore, its executive officers are not generally entitled to severance benefits upon termination of employment in the absence of a change of control. A description of payments and benefits to be provided to LP s NEOs under various circumstances involving termination of employment and/or a change of control follows.

Payments and Benefits upon Termination Prior to Change of Control

Upon termination of an NEOs employment for any reason prior to a change of control of LP, he or she is entitled to receive amounts earned while employed, as follows:

Payment of base salary through the date of termination

Accrued vacation pay through the date of termination accrued vacation pay for LP s named executive officers at December 31, 2016, was as follows: Mr. Stevens, $89,423; Ms. Bailey, $45,673; Mr. Southern, $57,692; Mr. Luoma, $32,885; and Mr. Sims $32,308

Other benefits, to the extent vested, required to be paid under the terms of any other plan, program or arrangement maintained by LP, including, without limitation, retirement benefits payable under LP s Retirement Account Plan and SERP, as described under Pension Benefits for 2016, and benefits under the Deferred Compensation Plan, as described under Nonqualified Deferred Compensation for 2016

The amounts listed above are referred to as accrued obligations.

If an NEO retires with the approval of the Chief Executive Officer at age 60 or older, prior to year end, a pro rata share of his or her target award under the Cash Incentive Plan will be paid based on the date of termination. If an executive dies or if his or her employment is terminated due to disability, he or she will be paid his or her target award under the Cash Incentive Plan. Upon termination of employment due to death or disability, all equity-based awards will become fully vested under the Stock Award plan. Vesting of equity-based awards is not

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accelerated upon termination for any other reason in the absence of a change of control. Vesting of certain benefits under the SERP and the Deferred Compensation Plan is accelerated upon death or disability, as described under Pension Benefits for 2016 and under Nonqualified Deferred Compensation for 2016 .

The aggregate payments and benefits, in addition to accrued obligations due to the employee, that LP s NEOs would have received, assuming termination upon death or disability on December 31, 2016, prior to the occurrence of a change of control, were as follows: Mr. Stevens $ 5,035,236, Ms. Bailey $1,620,100, Mr. Southern, $1,222,479, Mr. Luoma $1,122,414, and Mr. Sims $840,885, representing the sum of the value on that date of restricted stock, incentive shares, performance shares, and SSARs subject to accelerated vesting and the executive s target award for 2016 under the Cash Incentive Plan.

Change of Control Employment Agreements

In February 2015, the Compensation Committee provided Mr. Stevens with a notice of termination of his Change of Control Employment Agreement, with the intent to replace it with an updated Change of Control Employment Agreement without an excise tax gross-up provision. This is consistent with the agreements between the Company and each of Ms. Bailey, Mr. Southern and Mr. Luoma. In March 2016 the Company and Mr. Sims entered into an agreement consistent with the terms of other NEOs. The Change of Control Employment Agreements provide for compensation and benefits following a change of control of LP, including severance payments and benefits in the event the executive officer s employment is terminated.

Term. The agreements will terminate two years after LP gives the executive written notice. If a change of control of LP occurs prior to that date, the term will be extended automatically for three additional calendar years beyond the date on which the change of control occurs. This three-year period is referred to as the change of control period.

Definition of Certain Terms. Brief summaries of the definitions of certain terms used in the agreements are set forth below.

Change of Control means:

- The acquisition by a person or group of beneficial ownership of 20% or more of LP s outstanding Common Stock or voting securities, with certain exceptions;
- A change in the composition of the Board of Directors such that the incumbent directors cease to constitute at least a majority of the Board (including, for purposes of computing a majority, those persons nominated for election by a majority of the then incumbent directors who had been similarly nominated);
- Completion of a reorganization, merger, consolidation or sale of substantially all the assets of LP, with certain exceptions; or
- Approval by LP s stockholders of a complete liquidation or dissolution of LP.

Cause means one of the following actions, as determined by the vote of at least 75% of the directors:

- The willful and continued failure of the executive to substantially perform his or her duties after delivery of a written demand for substantial performance; or
- The willful engaging by the executive in illegal conduct or gross misconduct that materially harms LP.

Good Reason for purposes of an executive s termination of his or her employment with LP means:

The executive s position, authority, duties, or responsibilities are diminished;

Any failure by LP to comply with the compensation provisions of the agreement;

Transfer of the executive to a location more than 50 miles from the present location or a substantial increase in the amount the executive is required to travel;

Any purported termination by LP of the executive s employment otherwise than as expressly permitted by the agreement; or

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Any failure by LP to require the successor to assume and agree to perform the Change in Control Employment Agreement.

Payments and Benefits While Employed Following Change of Control

During the change of control period and for so long as a covered executive remains employed by LP (or its successor), he or she is entitled to:

- Receive an annual base salary in an amount at least equal to 12 times the executives highest monthly base salary paid during the 12 months immediately preceding the month of the change of control;

- Be paid an annual cash bonus in an amount at least equal to the executive s target bonus for the year in which the change of control occurs; and

- Participate in all incentive, savings and retirement plans, welfare benefit programs, personal benefits and paid vacation available to other peer executives on, generally, at least as favorable terms as those in place during the 120-day period immediately preceding the change of control.

In addition, all outstanding equity-based awards held by LP s NEOs, including stock options, SSARs, restricted stock, and restricted stock units, will become vested or exercisable in full upon a change of control of LP. Also, under the SERP, the NEO will be fully vested in all benefits whether or not he or she otherwise has five years of participation (see Pension Benefits for 2016). All agreements for equity awards granted prior to November 1, 2007, provide for reimbursement, on an after-tax basis, for any excise tax imposed under Section 280G of the Internal Revenue Code on excess parachute payments that is directly attributable to acceleration of vesting or exercisability, plus any related federal, state and local income taxes.

The annual base salary levels and target bonuses for LP s NEOs during 2016 are disclosed under Executive Compensation Compensation Discussion and Analysis. Information regarding benefits provided to LP s NEOs in addition to salary and cash incentive payments during 2016 appears in the Summary Compensation Table. If a change of control of LP had occurred on December 31, 2016, these salary and bonus levels and benefits would represent the minimum amounts that would have been payable to LP s NEOs in each of 2016, 2017 and 2018, unless their employment was terminated during that three-year change of control period.

The aggregate benefits and payments, in addition to accrued obligations, that LP s NEOs would have received assuming a change of control occurred on December 31, 2016, without termination of employment, were as follows: Mr. Stevens $15,813,179, Ms. Bailey $5,015,557, Mr. Southern $4,660,761, Mr. Luoma $2,961,144, and Mr. Sims $2,632,764, each representing the sum of the value on that date of restricted stock, incentive shares and SSARs subject to accelerated vesting and the executive s target award for 2016 under the Cash Incentive Plan.

Payments and Benefits Upon Termination Following Change of Control

The severance compensation and benefits payable under the Change of Control Employment Agreements upon the termination of an NEOs employment vary depending on the reason for termination, as described below.

Termination Without Good Reason or by LP for Cause. If an NEO voluntarily terminates his or her employment other than for good reason, or LP terminates his or her employment for cause, during a change of control period, he or she will be entitled to payment or satisfaction by LP of all accrued obligations, but will not be entitled to any other severance or benefits.

Death or Disability. If an NEO dies or his or her employment is terminated due to disability during a change of control period, the executive or his or her legal representative will be entitled to payment of all accrued obligations and a pro rata amount of the executive s target bonus for the year in which the change of control occurs, based on the number of days in the year prior to death or termination. The aggregate payments and benefits, in addition to accrued obligations, that LP s named executive officers would have received, assuming death or termination due to disability on December 31, 2016, during a change of control period, were as follows: Mr. Stevens $15,813,179, Ms. Bailey $5,015,557, Mr. Southern $4,660,761, Mr. Luoma $2,961,144,

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and Mr. Sims $2,632,764, representing the sum of the value on that date of restricted stock, performance shares, incentive shares and SSARs subject to accelerated vesting and the executive s target award for 2016 under the Cash Incentive Plan. Assuming that the change of control and the termination due to death or disability occurred in the same year, these are the same amounts that an executive would receive upon a change of control without any termination, as described further under Payments and Benefits While Employed Following Change of Control above.

Termination for Good Reason or Other than for Cause, Death or Disability. If, during a change of control period, an NEO s employment with LP is terminated by LP (other than for cause, death or disability) or by the executive for good reason, he or she will be entitled to receive the following amounts in a lump-sum payment six months after termination:

- Base salary through the date of termination (at a monthly rate at least equal to the highest rate in effect during the 12 months prior to the date the change of control occurred) plus a pro rata amount of target bonus for the fiscal year in which the change of control occurred;

- An amount equal to three times the sum of (x) annual base salary at such rate at the time of the change in control, plus (y) the target bonus amount;

- The difference, calculated on an actuarial present value basis, between the retirement benefits that would have accrued under the Retirement Account Plan and the SERP if employment continued for an additional three years and the actual vested benefit, if any, under those plans (including any enhancement under the terms of the SERP triggered by the change of control) at the date of termination; and

- Interest on the amounts described above from the date of termination through the payment date.

The Change of Control Employment Agreements also provide for reimbursement of fees for outplacement services, financial counseling, estate planning and for the continuation of health, disability and life insurance benefits for three years.

Acceleration of or increases to certain benefits under the terms of the SERP and the Deferred Compensation Plan that are triggered if an NEO is terminated following a change of control are described under Pension Benefits for 2016-Supplemental Executive Retirement Plan and Nonqualified Deferred Compensation for 2016.

Potential Pay-Outs to Current Named Executive Officers

The following table shows potential pay-outs under the Change of Control Employment Agreements and other LP benefit plans assuming that the employment of a current NEO was terminated following a change of control of LP, either by LP for reasons other than cause, death or disability, or by the executive for good reason, and that termination occurred on the last business day of 2016. It s important to note that as of February 5, 2017, the CEO s new change in control agreement became effective which eliminated the excise tax and gross up payment in this calculation.

Name	Lump Sum Cash Severance Payment(1)	Increase in Present Value of Accumulated Retirement Benefits(2)	Welfare Benefits(3)	Other Benefits(4)	Value of Unvested Shares(5)	Value of Unvested Performance Shares(6)	Value of Unvested Stock Options(7)	Estimated Excise Tax and Gross-Up Payments(8)	Total

Curtis M. Stevens	$ 6,510,000	$ 1,128,556	$ 55,362	$ 89,980	$ 2,806,373	$ 1,298,863	$ 362,182	$ 3,561,863	$ 15,813,179
Sallie B. Bailey	$ 2,755,000	$ 753,115	$ 40,699	$ 86,480	$ 950,835	$ 336,765	$ 92,663	$	$ 5,015,557
W. Bradley Southern	$ 3,528,768	$	$ 56,352	$ 89,980	$ 742,037	$ 192,442	$ 51,182	$	$ 4,660,761
Brian E. Luoma	$ 1,846,800	$	$ 55,967	$ 89,980	$ 724,773	$ 192,442	$ 51,182	$	$ 2,961,144
Michael J. Sims	$ 1,814,400	$	$ 54,017	$ 89,980	$ 494,963	$ 144,322	$ 35,082	$	$ 2,632,764

(1) Represents the executive s target bonus under the Cash Incentive Plan for 2016 plus an additional payment equal to three times the annual base salary level and target bonus.

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(2) Includes (a) enhanced benefits under the terms of the SERP based on the inclusion of two additional years of credited service and the use of final compensation (2016 base salary plus the average of annual cash incentive bonuses paid in 2014, 2015, and 2016) and (b) benefits under the Change of Control Employment Agreements equal to the difference, calculated on an actuarial present value basis, between the retirement benefits that would have accrued under the Retirement Account Plan and the SERP if the executive s employment continued for an additional three years and the actual vested benefit, if any, at the date of termination. Messrs. Southern, Luoma and Sims are not eligible for the SERP.

(3) Represents the estimated cost of continuing health, disability and life insurance coverage and other welfare benefits to the executive and his or her family at the same level as in place at December 31, 2016, for a three-year period.

(4) Includes executive perquisite allowance at the 2016 estimated annual cost for three years, outplacement services valued at $20,000, and estate planning services to which the executives are entitled valued at $3,500, if eligible in the next 3 years.

(5) Represents the market value on December 31, 2016, of awards of restricted stock and incentive shares that were not vested on that date. See Outstanding Equity Awards at December 31, 2016 for additional information.

(6) Represents the market value on December 31, 2016, of awards of performance shares that to the extent the corporate performance measures have been attained at the target level.

(7) Represents the value of in-the-money stock options or SSARs that had not vested on December 31, 2016, based on the difference between the closing sale price of the Common Stock on the NYSE on that date, $18.93 per share, and the per share exercise price. See Outstanding Equity Awards at December 31, 2016 for additional information.

(8) Represents the estimated amount required to be reimbursed under the Change of Control Employment Agreements for excise taxes imposed on benefits deemed to be excess parachute payments plus any related federal, state and local income taxes. As of February 5, 2017, the CEO s new change in control agreement became effective which eliminated the excise tax and gross up payment in this calculation.

Equity Compensation Plan Information

The following table sets forth additional information as of December 31, 2016, regarding shares of Common Stock that may be issued under LP s existing equity compensation plans and arrangements, all of which have been approved by LP s stockholders. The information includes the number of shares covered by, and the weighted average exercise price of, outstanding options, warrants, and other rights and the number of shares remaining available for future grants, excluding the shares to be issued upon exercise of outstanding options, warrants, and other rights.

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants, and Rights	(b) Weighted-Average Exercise Price of Outstanding Options, Warrants, and Rights	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding securities reflected in column(a))
Equity compensation plans approved by stockholders(1)	4,961,196	$ 15.84	3,301,084
Equity compensation plans or arrangements not approved by stockholders		N/A	
Total	4,961,196		3,301,084

(1) Equity compensation plans under which awards are currently outstanding and that were approved by LP s stockholders include the Stock Award Plan, 1997 Incentive Stock Award Plan, the 1992 Non-Employee Director Stock Option Plan, and the 2000 Non-Employee Director Restricted Stock Plan (the Restricted Stock Plan). The number of shares shown in column (a) as shares subject to outstanding awards include 1,107,165 shares subject to awards of restricted shares, restricted stock units (including incentive shares) and performance shares outstanding on December 31, 2016. See Outstanding Equity Awards at December 31, 2016 and Directors Compensation for 2016 for additional information regarding the vesting of outstanding incentive and restricted share awards. The Stock Award Plan also authorizes the grant of restricted stock awards with such terms and conditions as the Compensation Committee deems appropriate, including provisions that such awards will be forfeited upon termination of a participant s employment for specified reasons within a specified period of time or upon other conditions set forth in the award agreement.

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DIRECTORS COMPENSATION

The following table summarizes compensation paid to outside directors for services during 2016.

Name	Fees Earned or Paid in Cash(1)	Stock Awards(2)	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation	Total
E. Gary Cook(3)(4)	$258,500	$80,000				$338,500
Tracy A. Embree	$62,250	$80,000				$142,250
Daniel K. Frierson(4)	$84,000	$80,000				$164,000
Lizanne C. Gottung(4)	$79,000	$80,000				$159,000
Ozey K. Horton, Jr.	$21,250					$21,500
Kurt M. Landgraf(4)	$93,500	$80,000				$173,500
Dustan E. McCoy(4)	$84,000	$80,000				$164,000
Colin D. Watson(4)	$93,500	$80,000				$173,500
John W. Weaver(4)	$83,500	$80,000				$163,500

For 2016, each director who is not an employee of the Company or any of its subsidiaries, received an annual retainer of $60,000. The Chairman of the Audit Committee and the Chairman of the Compensation Committee each receives an additional annual retainer of $10,000. The Chairman of each other Board committee receives an additional annual retainer of $5,000 except the Chairman of the Board, who receives an annual retainer of $175,000 for his service. This additional annual retainer recognizes the additional time commitment for this role compared to other non-employee directors, which includes: (i) managing meetings of the Board of Directors, leading the work to set the agenda for Board meetings, leading the Board s annual chief executive officer performance review, and representing the Board at the annual shareholders meeting, (ii) meeting with the Company s shareholders, (iii) acting as an advisor to management on strategic aspects of the chief executive officer role with regular consultations on major developments and decisions that are likely to be of interest to the Board, and (iv) when requested, interacting with external audiences.

(1) All outside directors also receive $1,750 for each Board meeting attended and $1,500 for each committee meeting attended, including telephone conference meetings. All fees are paid on a quarterly basis.

(2) The amounts shown reflect the fair value as of the date of grant with respect to awards of restricted stock units under LP s 2013 Omnibus Plan. The plan provides for annual grants of restricted stock units payable in shares of Common Stock with a market value on the grant date of $80,000 (which equals the grant date fair value of such awards), or such lower amount as the Nominating Committee determines, to each non-employee director of LP. The shares vest in full on the earliest to occur of one year following the grant date, upon the director s death, disability or retirement (as defined), or a change of control of LP. If the director ceases to be a director before the restrictions lapse, the shares are forfeited. At December 31, 2016, each of LP s outside directors held restricted stock units of 4,399 shares which vest on May 13, 2017.

(3) The board determined to provide the Chairman $15,000 per year allowance to pay for the maintenance of an office for LP work starting in 2016.

(4) The Directors were awarded Phantom Stock in lieu of Restricted Stock or Restricted Stock Units in 2011 and 2012 that had a 5-year vesting period. In 2016, the Phantom Shares vested and the Directors received $91,272.

Changes in Director Compensation for 2017

The Nominating Committee periodically reviews compensation paid to non-employee directors and makes recommendations for adjustments, as appropriate, to the full Board. The Company aims to compensate non-employee directors at the competitive market levels. The last adjustment to non-employee director compensation was in fiscal year 2013. In its February 2017 meeting, the Nominating Committee reviewed non-employee director compensation with its compensation consultant from FW Cook. The Committee reviewed the historical compensation for non-employee directors, the trends in director compensation, and a competitive comparison with our peer group and mid-cap general industry companies. After this review, the Nominating Committee

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recommended to the Board, and the Board approved, the following adjustments to non-employee director compensation effective after the 2017 Annual Shareholder meeting:

1. Annual Cash Retainer is increased from $60,000 to $80,000;

2. Board Meeting Fees are eliminated (a change from $1,750 per meeting to $0);

3. Committee Meeting Fees are eliminated (a change from $1,500 per meeting to $0);

4. The Annual Stock Award of one-year vesting restricted stock units increased from $80,000 to $120,000

5. Committee Chair Additional Fee increases from $5,000 each, providing for a total additional annual cash retainer of $15,000 for the Chairs of the Compensation Committee and Finance and Audit Committee; and $10,000 for the Chairs of the Nominating Committee and Environmental Compliance Committee.

The Chairman of the Board did not receive an increase in his additional retainer. The adjustments to compensation for non-employee directors put total director compensation at the median of all industries in the mid-cap general industry companies and the 75th percentile among our peers.

RELATED PERSON TRANSACTIONS

LP has adopted a policy requiring review by the Board of potential conflicts of interest, including transactions between LP and certain related persons. A written copy of the policy is available on LP s website at www.lpcorp.com by clicking on Investor Relations, then Corporate Governance , then Code of Business Conduct & Ethics.

Under the policy, a conflict of interest means any situation in which the personal interests of an employee, officer, or director are potentially in conflict with the interests of LP. The policy applies to all transactions between LP and business entities affiliated with LP s officers and directors.

The policy requires potential conflicts of interest involving a member of the Board or LP s Chief Executive Officer to be reviewed by the full Board. The policy requires potential conflicts of interest involving an executive officer (other than the Chief Executive Officer) to be reviewed by the Board and the Chief Executive Officer. Upon review of the conflict of interest, the Board or Chief Executive Officer, as applicable, is required to determine whether the transaction or relationship may proceed. Both disclosure of the potential conflict by the interested party and the results of any review by the Board or Chief Executive Officer are required to be communicated in writing. Approval of any transaction or relationship may be conditioned on implementation of safeguards, controls, or limitations on the individual s involvement in the transaction or relationship. Ongoing conflicts are reviewed under the policy annually.

In addition, the Audit Committee s charter provides that it will, on an annual basis and at such other times as may be requested by the Board, review completed and proposed transactions between LP and any current or former director or executive officer of LP (including transactions involving family members or affiliates of directors or executive officers). The purpose of the Audit Committee s review is to help the Board determine if directors are independent, identify potential conflicts of interest, and identify related person transactions required to be disclosed in LP s proxy materials under applicable SEC disclosure requirements. In 2016 the Audit Committee and the full Board determined that there were no related person transactions that affect the independence of any of LP s outside directors or that require disclosure in this proxy statement.

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STOCKHOLDER PROPOSALS

Any stockholder who intends to present a proposal at the Annual Meeting of Stockholders of LP in 2018, and who wishes to have the proposal included in LP s proxy materials for that meeting, must deliver the proposal to the Corporate Secretary of LP no later than November 20, 2017. Any such proposal must meet the informational and other requirements set forth in the SEC s rules and regulations and our Bylaws in order to be eligible for inclusion in the proxy materials for that meeting.

LP s Bylaws also provide that no business may be brought before an annual meeting except as specified in the notice of the meeting or as otherwise brought before the meeting by or at the direction of the Board of Directors or by a stockholder of record who has delivered written notice thereof to the Chairman by the deadline specified in the bylaws. In the case of next year s annual meeting, this notice must be received by LP no earlier than January 4, 2018 and no later than February 2, 2018. Such notice must meet the informational and other requirements set forth in our Bylaws in order to be eligible to be brought before an annual meeting. The meeting chairman may, if the facts warrant, determine that any such business was not properly brought before the meeting and so declare to the meeting, in which case such business shall not be transacted.

GENERAL

The cost of soliciting proxies will be borne by LP. In addition to the solicitation of proxies by the use of the mails, some of the officers and regular employees of LP, without extra compensation, may solicit proxies personally or by other means such as telephone, telecopier, or e-mail.

LP will request brokers, dealers, banks, voting trustees, and their nominees who hold Common Stock of record to forward soliciting material to the beneficial owners of such stock and will reimburse such record holders for their reasonable expenses in forwarding material.

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