
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report: **March 12, 2004**

Date of earliest event reported: **March 11, 2004**

Commission File Number **1-7107**

LOUISIANA-PACIFIC CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation)

93-0609074
(IRS Employer
Identification No.)

805 SW Broadway, Suite 1200, Portland, Oregon 97205-3303
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(503) 821-5100**

ITEM 5. Other Events.

On March 11, 2004, Louisiana-Pacific Corporation (LP) announced that it is offering to purchase any and all of its outstanding 10.875% Senior Subordinated Notes due 2008 and is soliciting consents to certain amendments to the indenture pursuant to which the Notes were issued. A copy of the press release announcing the tender offer and consent solicitation is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

On March 11, 2004, Standard & Poor's Ratings Services announced that it had raised its ratings on LP, including an upgrade of the corporate credit and senior unsecured debt ratings to investment-grade. The outlook is stable. The changes in the ratings from Standard & Poor's ratings as of March 11, 2004 as are follows:

| | To | From |
|-------------------------|----------------|---------------|
| Corporate credit rating | BBB-/Stable/-- | BB+/Stable/-- |
| Senior unsecured debt | BBB- | BB+ |
| Subordinated debt | BB+ | BB- |

ITEM 7. Financial Statements, *Pro Forma* Financial Information and Exhibits.

(c) Exhibits:

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|------------------------------------------------------------------------------|
| 99.1 | Press release issued by Louisiana-Pacific Corporation, dated March 11, 2004. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LOUISIANA-PACIFIC CORPORATION

By: /s/ Curtis M. Stevens
Curtis M. Stevens
Executive Vice President and Chief
Financial Officer

Date: March 12, 2004

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INDEX TO EXHIBITS

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|---------------------------|-----------------------------------------------------------------------------|
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NEWS RELEASE

Release No. 107-3-4

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 Portland, OR 97205
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 Fax: 503.821.5107

Contact:
 David Dugan (Media Relations)
 503.821.5285
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 503.821.5100

FOR IMMEDIATE RELEASE**LP Announces Tender Offer and Consent Solicitation for 10.875% Notes Due 2008**

Portland, Ore. (March 11, 2004) - Louisiana-Pacific Corporation (LP) (NYSE: LPX) announced today that it has commenced a tender offer and consent solicitation for any and all of its outstanding 10.875% Senior Subordinated Notes due 2008 ("Notes").

The tender offer and consent solicitation are subject to the terms and conditions set forth in LP's Offer to Purchase and Consent Solicitation Statement dated March 11, 2004, including minimum tender and minimum consent conditions. The consent solicitation will expire at 5:00 p.m. EST on March 24, 2004 (as such date may be extended, the "Consent Date"), and the tender offer will expire at 9:00 a.m. EDT on April 8, 2004 (as such date may be extended, the "Expiration Date"). The principal amount of the Notes outstanding is \$200 million.

Holders of Notes are being asked to consent to amendments that will suspend substantially all of the restrictive covenants contained in the indenture governing the Notes, subject initially to our maintenance of specified corporate credit ratings, and relax certain other restrictive covenants of the indenture.

On the terms and subject to the conditions set forth in the Offer to Purchase and Consent Solicitation Statement, and subject to a reservation of rights to amend, extend, or terminate the tender offer and/or the consent solicitation, LP is offering:

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- A consent payment of \$10 and a tender price of \$1,187.50 per \$1,000 of principal amount of Notes for valid tenders and the related consents received by the Consent Date;
 - A consent payment of \$10 per \$1,000 of principal amount of Notes for valid consents received prior to the Consent Date without a tender of the related Notes; or
 - A tender offer price of \$1,187.50 per \$1,000 of principal amount of Notes for valid tenders of Notes received after the Consent Date but by the Expiration Date.

This news release is neither an offer to purchase nor a solicitation of an offer to sell the Notes and does not set forth all the terms and conditions of the tender offer and consent solicitation. Holders of Notes should carefully read LP's Offer to Purchase and Consent Solicitation Statement and the accompanying materials for a complete description of all terms and conditions before any decision is made with respect to the tender offer and consent solicitation. LP does not make any recommendation as to whether or not any Holder should tender Notes or consent to the proposed amendments. Additional information concerning the terms and conditions, and the procedure for tendering Notes and delivering consents, may be obtained from Goldman, Sachs & Co. by calling (800) 828-3182. Copies of the Offer to Purchase and Consent Solicitation Statement and related documents may be obtained from D.F. King & Co., Inc., at 48 Wall Street, New York, New York 10005, (888) 628-9011.

LP is a premier supplier of building materials, delivering innovative, high-quality commodity and specialty products to its retail, wholesale, homebuilding and industrial customers. Visit LP's web site at www.lpcorp.com for additional information on the company.

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FORWARD LOOKING STATEMENTS

This news release contains statements concerning Louisiana-Pacific Corporation's (LP) future results and performance that are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The matters addressed in these statements are subject to a number of risks, uncertainties and assumptions that may cause actual results to differ materially from those projected, including, but not limited to, the effect of general economic conditions, including the level of interest rates and housing starts, market demand for the company's products, and prices for structural products; the effect of forestry, land use, environmental and other governmental regulations; the ability to obtain regulatory approvals; and the risk of losses from fires, floods and other natural disasters. These and other factors that could cause or contribute to actual results differing materially from those contemplated by such forward-looking statements are discussed in greater detail in the company's Securities and Exchange Commission filings.
